

FIFTH THIRD BANCORP  
Form 3  
December 29, 2014

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

|   |   |  |  |   |   |
|---|---|--|--|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p>McHugh Philip</p> <p>(Last) (First) (Middle)</p> <p>38 FOUNTAIN SQUARE<br/>PLAZA, MD 10AT76</p> <p>(Street)</p> <p>CINCINNATI, OH 45263</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>12/15/2014</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>FIFTH THIRD BANCORP [FITB]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br/><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other<br/>(give title below) (specify below)<br/>Executive Vice President</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person<br/><input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|---|---|--|--|---|---|

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock                       | 78,077 <sup>(1)</sup>                                    | D   | by Son   |
| Common Stock                       | 443  | I   | by Daughter  |
| Common Stock                       | 507  | I   | by Daughter  |
| Common Stock                       | 497  | I   | by 401(k) Plan   |
| Common Stock                       | 28,179   | I   |  |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 3. Title and Amount of<br>Securities Underlying<br>Derivative Security<br>(Instr. 4) |                                  | 4. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 5. Ownership<br>Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) | 6. Nature of Indirect<br>Beneficial<br>Ownership<br>(Instr. 5) |
|---|--|--------------------|--|----------------------------------|--|--|--|
|   | Date<br>Exercisable  | Expiration<br>Date | Title  | Amount or<br>Number of<br>Shares |  |  |  |
| Phantom Stock <sup>(2)</sup>                  | Â <sup>(3)</sup>   | Â <sup>(3)</sup>   | Common<br>Stock  | 13,191                           | \$ <sup>(3)</sup>  | D  | Â  |
| Stock Appreciation Right                      | 04/08/2005   | 04/08/2015         | Common<br>Stock  | 17,308                           | \$ 42.9  | D  | Â  |
| Stock Appreciation Right                      | 04/07/2006   | 04/07/2016         | Common<br>Stock  | 20,738                           | \$ 39.36   | D  | Â  |
| Stock Appreciation Right                      | 04/09/2007   | 04/09/2017         | Common<br>Stock  | 23,333                           | \$ 38.27   | D  | Â  |
| Stock Appreciation Right                      | 04/15/2008   | 04/15/2018         | Common<br>Stock  | 19,231                           | \$ 19.26   | D  | Â  |
| Stock Appreciation Right                      | 04/21/2009   | 04/21/2019         | Common<br>Stock  | 28,125                           | \$ 3.96  | D  | Â  |
| Stock Appreciation Right                      | 04/20/2010   | 04/20/2020         | Common<br>Stock  | 26,538                           | \$ 14.8  | D  | Â  |
| Stock Appreciation Right                      | 04/19/2011   | 04/19/2021         | Common<br>Stock  | 33,333                           | \$ 13.36   | D  | Â  |
| Stock Appreciation Right                      | 04/17/2012   | 04/17/2022         | Common<br>Stock  | 44,326                           | \$ 14.36   | D  | Â  |
| Stock Appreciation Right                      | 04/16/2013   | 04/16/2023         | Common<br>Stock  | 41,118                           | \$ 16.15   | D  | Â  |
| Stock Appreciation Right                      | 04/15/2014   | 04/15/2024         | Common<br>Stock  | 17,228                           | \$ 21.63   | D  | Â  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                            |       |
|--|---------------|-----------|----------------------------|-------|
|  | Director      | 10% Owner | Officer                    | Other |
| McHugh Philip<br>38 FOUNTAIN SQUARE PLAZA<br>MD 10AT76<br>CINCINNATI, OH 45263 | Â             | Â         | Â Executive Vice President | Â     |

## Signatures

H. Samuel Lind, as Attorney-in-Fact for Philip  
McHugh 12/29/2014

Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Includes 14,368 shares of restricted stock subject to vesting granted pursuant to the Fifth Third Bancorp Incentive Compensation Plan.

(2) Acquired pursuant to The Fifth Third Bancorp Non Qualified Deferred Compensation Plan.

(3) The units are to be settled in Fifth Third Bancorp common stock on a 1-for-1 basis after termination of employment.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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