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FIFTH THIRD BANCORP

Form 3

March 29, 2012

FORM 3

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

OMB APPROVAL

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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)

1. Name and Address of Reporting 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement FIFTH THIRD BANCORP [FITB] Alonso Steven (Month/Day/Year) 03/20/2012 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) 38 FOUNTAIN SQUARE (Check all applicable) **PLAZA** (Street) 6. Individual or Joint/Group 10% Owner Director _X__ Officer Other Filing(Check Applicable Line) (give title below) (specify below) _X_ Form filed by One Reporting **Executive Vice President** Person CINCINNATI, OHÂ 45263 Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 4. Nature of Indirect Beneficial 1. Title of Security 2. Amount of Securities Beneficially Owned Ownership Ownership (Instr. 4) (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect (I) (Instr. 5) Â D Common Stock 48,733 (1) Common Stock 5,500 I Owned jointly with spouse Common Stock 3,742.6548 I by 401(k) Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) owned directly or indirectly. Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative 2. Date Exercisable and 3. Title and Amount of 4. 5. 6. Nature of Security Expiration Date Securities Underlying Conversion Ownership Indirect Beneficial

(Month/Day/Year)

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(Instr. 4)			Derivative Security (Instr. 4)		or Exercise Price of	Form of Derivative	Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Phantom Stock Units (2)	(3)	(3)	Common Stock	9,800.85	\$ <u>(4)</u>	D	Â
Stock Appreciation Right	04/21/2009(5)	04/21/2019	Common Stock	27,002	\$ 3.96	D	Â
Stock Appreciation Right	12/18/2009(6)	12/18/2019	Common Stock	58,504	\$ 9.82	D	Â
Stock Appreciation Right	04/19/2011(7)	04/19/2021	Common Stock	61,905	\$ 13.36	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships					
-	Director	10% Owner	Officer	Other		
Alonso Steven 38 FOUNTAIN SQUARE PLAZA CINCINNATI, OH 45263	Â	Â	Executive Vice President	Â		

Signatures

Paul L. Reynolds, as Attorney-in-Fact for Steven
Alonso
03/29/2012

**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 44,933 shares of restricted stock granted to the reporting person.
- The phantom stock units represent a portion of the reporting person's salary, net of withholdings and deductions, and were issued under the Fifth Third Bancorp Incentive Compensation Plan. For more information, please see the Current Report on Form 8-K filed by Fifth Third Bancorp on September 25, 2009.
- Phantom stock units will be settled in cash in two equal installments on June 15, 2012 and June 15, 2013 or on the earlier death of the reporting person.
- (4) Each phantom stock unit is the economic equivalent of one share of Fifth Third Bancorp common stock.
- Indicates grant date. Stock appreciation rights are exercisable as follows: 25% two years from grant date, 50% on December 31, 2011, 75% three years from grant date, and 100% four years from grant date.
- (6) Indicates grant date. Stock appreciation rights are exercisable as follows: 100% four years from grant date.
- Indicates grant date. Stock appreciation rights are exercisable as follows: 25% one year from grant date, 50% two year from grant date, 75% three years from grant date, and 100% four years from grant date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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