

FIFTH THIRD BANCORP
Form 4
April 25, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 Person *
SCHAEFER GEORGE A JR

(Last) (First) (Middle)

38 FOUNTAIN SQUARE PLAZA

(Street)

CINCINNATI, OH 45263

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
FIFTH THIRD BANCORP [FITB]

3. Date of Earliest Transaction (Month/Day/Year)
04/21/2005

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
President & CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	04/21/2005		J ⁽¹⁾	(D) <u>(1)</u>	108,000 ⁽¹⁾ <u>(2)</u> 240,000 ⁽²⁾	I	by FLP ⁽¹⁾
Common Stock	04/21/2005		J ⁽¹⁾	(A) <u>(1)</u>	108,000 ⁽¹⁾ <u>(2)</u> 240,000 ⁽²⁾	I	by FLP ⁽¹⁾
Common Stock					681,976.2692	D	
Common Stock					39,243	I	by Spouse
Common Stock					61,759	I	by Trusts ⁽³⁾
					61,759	I	

Common Stock by Trusts (4)
 Common Stock 1,413.7892 I by 401(K)

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

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHAEFER GEORGE A JR 38 FOUNTAIN SQUARE PLAZA CINCINNATI, OH 45263	X		President & CEO	

Signatures

Paul L. Reynolds, Attorney-in-Fact for George A. Schaefer, Jr. 04/25/2005

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(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) The reported securities are held by a family limited partnership of which the reporting person and his spouse are the only partners (the "FLP"). On April 21, 2005, the reporting person sold a 45% interest in the FLP to a trust of which the reporting person is the grantor and his wife is one of the beneficiaries (the "Trust") for an aggregate purchase price of \$2,761,914.95. As a result of this transaction the

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reporting person, his spouse and the Trust are the only partners in the FLP and the reporting person continues to have an indirect ownership interest in all of the FLP interests and the underlying shares of Fifth Third Bancorp common stock.

- (2) The 108,000 shares reflected relate to the 45% interest in the FLP that was transferred by the reporting person to the Trust. No shares have been sold in this transaction and, consequently, the number of shares held by the FLP remains at 240,000 shares.
- (3) Various Grantor Retained Annuity Trusts ("GRATs") of which the Reporting person is a beneficiary.
- (4) Various GRATs of which the Reporting person's spouse is a beneficiary.

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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