

FIFTH THIRD BANCORP
Form 4
November 15, 2016

FORM 4

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

OMB APPROVAL

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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 *
Leonard James C.

(Last) (First) (Middle)
38 FOUNTAIN SQUARE
PLAZA, MD10AT76

(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)
11/10/2016

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)
EVP & Treasurer

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) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---------|---|--|
| | | | | (A) or (D) | Price | | | | | |
| Common Stock | 11/10/2016 | | M | V | 13,462 | A | \$ 19.26 | 118,331 | D | |
| Common Stock | 11/10/2016 | | D | | 10,922 | D | \$ 23.74 | 107,409 | D | |
| Common Stock | 11/10/2016 | | F | | 788 | D | \$ 23.74 | 106,621 | D | |
| Common Stock | 11/10/2016 | | M | | 9,615 | A | \$ 14.8 | 116,236 | D | |
| Common Stock | 11/10/2016 | | D | | 5,994 | D | \$ 23.74 | 110,242 | D | |

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| | | | | | | | |
|--------------|------------|---|--------|---|-----------------|---------|---|
| Common Stock | 11/10/2016 | F | 1,646 | D | \$ 23.74 | 108,596 | D |
| Common Stock | 11/10/2016 | S | 21,708 | D | \$ 23.51 (3) | 86,888 | D |

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

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(9-02)

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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Stock Appreciation Right | \$ 19.26 | 11/10/2016 | | M | 13,462 | 04/15/2008 ⁽¹⁾ 04/15/2018 | Common Stock |
| Stock Appreciation Right | \$ 14.8 | 11/10/2016 | | M | 9,615 | 04/20/2010 ⁽¹⁾ 04/20/2020 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Leonard James C. 38 FOUNTAIN SQUARE PLAZA MD10AT76 CINCINNATI, OH 45263 | | | EVP & Treasurer | |

Signatures

H. Samuel Lind, as Attorney-in-Fact for James C. Leonard
11/15/2016

__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) Indicates grant date. Stock appreciation rights are exercisable as follows: 25% one year from grant date, 50% two years from grant date, 75% three years from grant date, and 100% four years from grant date.
- (2) Issued pursuant to Fifth Third Bancorp Incentive Compensation Plan. No consideration paid.
The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$23.50 to \$23.53, inclusive. The reporting person undertakes to provide to Fifth Third Bancorp, any of its security holders or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the range set forth in footnote (1) to this Form 4.
- (3)

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.