

FIFTH THIRD BANCORP
Form 4/A
July 03, 2013

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 *
ISAAC WILLIAM M

(Last) (First) (Middle)

38 FOUNTAIN SQUARE
PLAZA, MD 10AT76

(Street)

CINCINNATI, OH 45263

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

FIFTH THIRD BANCORP [FITBP]

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

02/13/2013

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

02/14/2013

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Beneficial Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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

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SEC 1474 (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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. D
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)							
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Depository Shares (Preferred Stock, Series G)	(3)	02/13/2013	P		100		(3)	(3)	Common Stock	863.93	\$
(1) (2)					<u>(1)</u>						
					<u>(2)</u>						
Depository Shares (Preferred Stock, Series G)	(3)	02/13/2013	P		580		(3)	(3)	Common Stock	5,010.794	\$
(1) (2)					<u>(1)</u>						
					<u>(2)</u>						

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ISAAC WILLIAM M 38 FOUNTAIN SQUARE PLAZA MD 10AT76 CINCINNATI, OH 45263	X			

Signatures

Paul L. Reynolds, as Attorney-in-Fact for William M. Isaac
 07/03/2013

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).
- The reporting person's original Form 4 filing inadvertently reported the purchase of Depository Shares representing Preferred Stock, Series G in Table I as a Non-Derivative security. This amendment is being filed solely to report the transaction in Table II as a purchase of a Derivative security.
- (1) Series G in Table I as a Non-Derivative security. This amendment is being filed solely to report the transaction in Table II as a purchase of a Derivative security.
 - (2) Each Depository share represents 1/250th of an interest in a share of the Issuer's 8.50% Non-Cumulative Perpetual Convertible Preferred Stock, Series G.
 - (3) The Non-Cumulative Perpetual Convertible Preferred Stock, Series G has no expiration date and is convertible at any time, at the option of the holder, into 2,159.8272 of the Issuer's Common Stock (which reflects an initial conversion price of approximately \$11.575 per common share) plus cash in lieu of fractional shares, subject to anti-dilution adjustments. In addition, the Non-Cumulative Perpetual Convertible Preferred Stock, Series G is convertible into common stock at the option of the Issuer if the closing price of the Issuer's

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Common Stock exceeds 130% of the applicable conversion price for 20 trading days within any period of 30 consecutive trading days.

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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