

FIFTH THIRD BANCORP
 Form 4
 February 23, 2016

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Robinson Joseph R

(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 [FITB]

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/12/2016

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)
 Executive Vice President & CIO

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 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)
			Code	V	Amount or (D) Price		
Common Stock ⁽¹⁾	02/12/2016		A		16,140 A <u>(2)</u>	49,593	D
Common Stock	02/19/2016		F ⁽⁵⁾		500 D \$ 15.28	49,093	D
Common Stock						91,430	D ⁽⁴⁾
Common Stock						5,681.4864	I by 401(k)
Common Stock						500	I by Children

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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 (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 Rights	\$ 14.87	02/12/2016		A	20,882	02/12/2016 ⁽³⁾ 02/12/2026	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Robinson Joseph R 38 FOUNTAIN SQUARE PLAZA MD 10AT76 CINCINNATI, OH 45263			Executive Vice President & CIO	

Signatures

H. Samuel Lind, as Attorney-in-Fact for Joseph R. Robinson
02/23/2016

__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) Restricted stock units granted pursuant to Fifth Third Bancorp Incentive Compensation Plan subject to vesting in three equal annual installments beginning on the first anniversary of the grant date.
- (2) Granted pursuant to Fifth Third Bancorp Incentive Compensation Plan. No consideration paid.
- (3) 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.
- (4) Shares held jointly with spouse.

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(5) Shares withheld for taxes upon the vesting of restricted stock granted to the reporting person on February 19, 2013.

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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