

FIFTH THIRD BANCORP

Form 5

October 28, 2016

**FORM 5****UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**Check this box if  
no longer subject  
to Section 16.Form 4 or Form  
5 obligations  
may continue.See Instruction  
1(b).Form 3 Holdings  
Reported

Form 4

Transactions

Reported

**ANNUAL 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 APPROVAL

OMB  
Number: 3235-0362Expires: January 31,  
2005Estimated average  
burden hours per  
response... 1.01. Name and Address of Reporting Person \*  
**WILLIAMS MARSHA C**

(Last)

(First)

(Middle)

**38 FOUNTAIN SQUARE  
PLAZA,Â MD 10AT76**

(Street)

2. Issuer Name **and** Ticker or Trading  
Symbol  
**FIFTH THIRD BANCORP [FITB]**3. Statement for Issuer's Fiscal Year Ended  
(Month/Day/Year)  
**12/31/2015**5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)4. If Amendment, Date Original  
Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

**CINCINNATI,Â OHÂ 45263**

(City)

(State)

(Zip)

☒ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5)<br><br>(A)<br>or<br>Amount (D) Price | 5. Amount of<br>Securities<br>Beneficially<br>Owned at end<br>of Issuer's<br>Fiscal Year<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|

Reminder: Report on a separate line for each class of  
securities beneficially 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.**SEC 2270  
(9-02)**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |
|-----------------------------------------------------|------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|
|-----------------------------------------------------|------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|

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| Derivative<br>Security |   |                           |   |   | or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) |     | Date<br>Exercisable | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of Shares |
|------------------------|---|---------------------------|---|---|--------------------------------------------------|-----|---------------------|--------------------|-----------------|-------------------------------------|
|                        |   |                           |   |   | (A)                                              | (D) |                     |                    |                 |                                     |
| Phantom<br>Stock       | Â | 06/30/2010 <sup>(2)</sup> | Â | A | 11,437<br><u>(2)</u> <u>(4)</u>                  | Â   | Â <u>(1)</u>        | Â <u>(1)</u>       | Common<br>Stock | 11,437                              |

## Reporting Owners

| Reporting Owner Name / Address                                                     | Relationships |              |         |       |
|------------------------------------------------------------------------------------|---------------|--------------|---------|-------|
|                                                                                    | Director      | 10%<br>Owner | Officer | Other |
| WILLIAMS MARSHA C<br>38 FOUNTAIN SQUARE PLAZA<br>MD 10AT76<br>CINCINNATI, OH 45263 | Â X           | Â            | Â       | Â     |

## Signatures

H. Samuel Lind, Attorney-in-Fact for Marsha C. Williams 10/28/2016

\_\_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).
- The phantom stock units were acquired under the Fifth Third Bancorp Unfunded Deferred Compensation Plan for Non-Employee
- (1) Directors and are to be settled 1-for-1 in terms of Fifth Third Bancorp common stock and paid in cash after the reporting person's retirement.
  - (2) Reflects four previously unreported deferrals made between June 30, 2010 and December 31, 2011.
  - (3) All phantom stock units were acquired at the then current per share market value of Fifth Third Bancorp common stock as of the date the units were credited to the director's account under the plan.
  - (4) Includes dividend reinvestments exempt under Rule 16a-11.
  - (5) Reflects number of phantom stock units owned at December 31, 2015.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.