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FIFTH THIRD BANCORP
Form 13F-HR
February 17, 2009

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

FORM 13F

FORM 13F COVER PAGE

Report for the Quarter Ended: December 31, 2008

Check here if Amendment []; Amendment Number: [_____]
This Amendment (Check only one): [] is a restatement.
[] adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: Fifth Third Bancorp
Address: 38 Fountain Square Plaza
Cincinnati, Ohio 45263

13F File Number - #28-03158

Name and Management numbers of All Institutional Investment Managers with
respect to which this schedule is filed (other than the one filing this report).

Table with 2 columns: Name, Manager #. Rows include Fifth Third Bank (9), Fifth Third Bank, a Michigan banking corporation (3), Fifth Third Bank, N.A. (8), and Fifth Third Asset Management, Inc. (85).

The institutional investment manager filing this report and the person by whom
it is signed hereby represent that the person signing the report is authorized
to submit it, that all information contained herein is true, correct and
complete, and that it is understood that all required items, statements,
schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: Charles Drucker
Title: Executive Vice President
Phone: 513-534-5005

Signature, Place, and Date of Signing:

/s/ Charles Drucker Cincinnati, Ohio February 17, 2009
[Signature] [City, State] [Date]

Report Type (Check only one):

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- [] 13F HOLDINGS REPORT
- [] 13F NOTICE
- [X] 13F COMBINATION REPORT

List of Other Managers Reporting for this Manager:

Form 13F Summary Page

Report Summary:

Number of Other Included Managers: 4
 Form 13F Information Table Entry Total: 3,985
 Form 13F Information Table Value Total (x\$1000): 8,307,516

List of Other Included Managers:

Name:	13F File No.:
----	-----
Fifth Third Bank	28-539
Fifth Third Asset Management, Inc.	28-10115
Fifth Third Bank, N.A.	28-10993
Fifth Third Bank, a Michigan Banking Corporation	28-10119

138921318 426.2

FORM 13F SEC NO 28-539
 NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN CALL	PUT/ DSCRETN	INVSTMT	O MA
DAIMLER AG	REG SHS	D1668R123	68	1344	SH		DEFINED	9
			95	1889	SH		DEFINED	20
			-----	-----				
			163	3233				
DEUTSCHE BANK AG	NAMEN AKT	D18190898	26	353	SH		DEFINED	9
			49	668	SH		DEFINED	20
			-----	-----				
			74	1021				
AIRCASTLE LTD	COM	G0129K104	0	45	SH		DEFINED	9
			-----	-----				
				45				
ALLIED WRLD ASSUR COM HLDG L	SHS	G0219G203	1	15	SH		DEFINED	20
			-----	-----				
			1	15				

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AMDOCS LTD	ORD	G02602103	3277 1328	119689 SH 48506 SH	DEFINED 9 DEFINED 20
			----- 4605	----- 168195	
ASPEN INSURANCE HOLDINGS LTD	SHS	G05384105	29	1050 SH	DEFINED 9
			----- 29	----- 1050	
ACCENTURE LTD BERMUDA	CL A	G1150G111	18168 12455 16	478096 SH 327774 SH 415 SH	DEFINED 9 DEFINED 20 DEFINED 8
			----- 30639	----- 806285	
BROOKFIELD INFRAST PARTNERS	LP INT UNIT	G16252101	1 0	48 SH 20 SH	DEFINED 9 DEFINED 20
			----- 1	----- 68	
BUNGE LIMITED	COM	G16962105	212 81	3348 SH 1282 SH	DEFINED 9 DEFINED 20
			----- 293	----- 4630	
CENTRAL EUROPEAN MEDIA ENTRP	CL A NEW	G20045202	52	800 SH	DEFINED 9
			----- 52	----- 800	

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN CALL	PUT/ DISCRETN	INVSTMT	O MA
-----	-----	-----	-----	-----	-----	-----	-----	-----
CDC CORP	SHS A	G2022L106	1	600 SH			DEFINED 20	
			----- 1	----- 600				
CHINA YUCHAI INTL LTD	COM	G21082105	15	2000 SH			DEFINED 9	
			----- 15	----- 2000				
COOPER INDS LTD	CL A	G24182100	65 308	1633 SH 7716 SH			DEFINED 9 DEFINED 20	
			----- 373	----- 9349				
COVIDIEN LTD	COM	G2552X108	370 42	6890 SH 781 SH			DEFINED 9 DEFINED 20	
			----- 412	----- 7671				
ENDURANCE SPECIALTY HLDGS LT	SHS	G30397106	212	6854 SH			DEFINED 9	

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			21	690	SH	DEFINED	20
			-----	-----			
			233	7544			
EVEREST RE GROUP LTD	COM	G3223R108	14	157	SH	DEFINED	9
			6	73	SH	DEFINED	20
			-----	-----			
			20	230			
FLAGSTONE REINSURANCE HLDGS	SHS	G3529T105	27	2668	SH	DEFINED	9
			-----	-----			
			27	2668			
FOSTER WHEELER LTD	SHS NEW	G36535139	20	557	SH	DEFINED	9
			6	165	SH	DEFINED	20
			-----	-----			
			26	722			
FRESH DEL MONTE PRODUCE INC	ORD	G36738105	185	8330	SH	DEFINED	9
			19	860	SH	DEFINED	20
			-----	-----			
			204	9190			
FRONTLINE LTD	SHS	G3682E127	48	994	SH	DEFINED	9
			48	1000	SH	DEFINED	20
			-----	-----			
			96	1994			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
GARMIN LTD	ORD	G37260109	27	800	SH		DEFINED	9
			118	3466	SH		DEFINED	20
			-----	-----				
			145	4266				
HERBALIFE LTD	COM USD SHS	G4412G101	1114	28189	SH		DEFINED	9
			217	5493	SH		DEFINED	20
			-----	-----				
			1331	33682				
INGERSOLL-RAND COMPANY LTD	CL A	G4776G101	346	11109	SH		DEFINED	9
			136	4377	SH		DEFINED	20
			-----	-----				
			483	15486				
INVESCO LTD	SHS	G491BT108	1509	71932	SH		DEFINED	9
			6187	294898	SH		DEFINED	20
			-----	-----				
			7696	366830				
LAZARD LTD	SHS A	G54050102	1220	28537	SH		DEFINED	9

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			637	14906	SH	DEFINED	20
			-----	-----			
			1858	43443			
MARVELL TECHNOLOGY GROUP LTD	ORD	G5876H105	35	3793	SH	DEFINED	9
			37	3939	SH	DEFINED	20
			-----	-----			
			72	7732			
MAX CAPITAL GROUP LTD	SHS	G6052F103	16	700	SH	DEFINED	9
			-----	-----			
			16	700			
MONTPELIER RE HOLDINGS LTD	SHS	G62185106	108	6521	SH	DEFINED	9
			320	19378	SH	DEFINED	20
			-----	-----			
			428	25899			
NABORS INDUSTRIES LTD	SHS	G6359F103	3305	132623	SH	DEFINED	9
			1199	48104	SH	DEFINED	20
			-----	-----			
			4504	180727			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN CALL	PUT/ CALL	INVSTMT DSCRETN	O MA
NOBLE CORPORATION	SHS	G65422100	5228	119092	SH		DEFINED	9
			5403	123080	SH		DEFINED	20
			4	100	SH		DEFINED	8
			-----	-----				
			10636	242272				
NORDIC AMERICAN TANKER SHIPP	COM	G65773106	22	700	SH		DEFINED	20
			-----	-----				
			22	700				
ORIENT-EXPRESS HOTELS LTD	CL A	G67743107	13	550	SH		DEFINED	9
			-----	-----				
			13	550				
PARTNERRE LTD	COM	G6852T105	17	248	SH		DEFINED	9
			-----	-----				
			17	248				
PLATINUM UNDERWRITER HLDGS L	COM	G7127P100	257	7254	SH		DEFINED	9
			26	739	SH		DEFINED	20
			-----	-----				
			284	7993				
RENAISSANCERE HOLDINGS LTD	COM	G7496G103	16	300	SH		DEFINED	9
			0	8	SH		DEFINED	20
			-----	-----				

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			16	308			
SEAGATE TECHNOLOGY	SHS	G7945J104	1490	122966	SH	DEFINED	9
			806	66480	SH	DEFINED	20
			-----	-----			
			2296	189446			
SHIP FINANCE INTERNATIONAL L	SHS	G81075106	22	1000	SH	DEFINED	9
			5	225	SH	DEFINED	20
			-----	-----			
			26	1225			
TSAKOS ENERGY NAVIGATION LTD	SHS	G9108L108	138	4648	SH	DEFINED	9
			14	472	SH	DEFINED	20
			-----	-----			
			152	5120			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN CALL	PUT/ DSCRETN	INVSTMT	O
TYCO INTL LTD BERMUDA	SHS	G9143X208	148	4220	SH	DEFINED	9	
			32	925	SH	DEFINED	20	
			-----	-----				
			180	5145				
TYCO ELECTRONICS LTD	COM NEW	G9144P105	121	4392	SH	DEFINED	9	
			27	960	SH	DEFINED	20	
			-----	-----				
			148	5352				
VALIDUS HOLDINGS LTD	COM SHS	G9319H102	35	1524	SH	DEFINED	9	
			-----	-----				
			35	1524				
GOLAR LNG LTD BERMUDA	SHS	G9456A100	7	500	SH	DEFINED	9	
			-----	-----				
			7	500				
WEATHERFORD INTERNATIONAL LT	COM	G95089101	10915	434176	SH	DEFINED	9	
			11703	465532	SH	DEFINED	20	
			-----	-----				
			22619	899708				
WHITE MTNS INS GROUP LTD	COM	G9618E107	144	306	SH	DEFINED	9	
			404	859	SH	DEFINED	20	
			-----	-----				
			547	1165				
WILLIS GROUP HOLDINGS LTD	SHS	G96655108	4	129	SH	DEFINED	9	
			2	56	SH	DEFINED	8	
			-----	-----				
			6	185				

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XL CAP LTD	CL A	G98255105	13	730	SH	DEFINED 9
			20	1100	SH	DEFINED 20
			-----	-----		
			33	1830		
XYRATEX LTD	COM	G98268108	21	1925	SH	DEFINED 9
			-----	-----		
			21	1925		
ACE LTD	SHS	H0023R105	2547	47055	SH	DEFINED 9
			1194	22062	SH	DEFINED 20
			-----	-----		
			3741	69117		

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-----	-----	-----	-----	-----	-----	-----	-----	-----
ALCON INC	COM SHS	H01301102	2662	16484	SH	DEFINED 9		
			407	2522	SH	DEFINED 20		
			-----	-----				
			3070	19006				
LOGITECH INTL S A	SHS	H50430232	83	3552	SH	DEFINED 9		
			38	1623	SH	DEFINED 20		
			-----	-----				
			121	5175				
UBS AG	SHS NEW	H89231338	172	9800	SH	DEFINED 9		
			-----	-----				
			172	9800				
MILLICOM INTL CELLULAR S A	SHS NEW	L6388F110	37	532	SH	DEFINED 20		
			-----	-----				
			37	532				
CELLCOM ISRAEL LTD	SHS	M2196U109	3	100	SH	DEFINED 20		
			-----	-----				
			3	100				
CERAGON NETWORKS LTD	ORD	M22013102	21	2800	SH	DEFINED 9		
			-----	-----				
			21	2800				
CHECK POINT SOFTWARE TECH LT	ORD	M22465104	4	155	SH	DEFINED 9		
			-----	-----				
			4	155				
ECTEL LTD	ORD	M29925100	0	57	SH	DEFINED 9		
			-----	-----				
				57				

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ORBOTECH LTD	ORD	M75253100	28	3500	SH	DEFINED	9
			-----	-----			
			28	3500			
RRSAT GLOBAL COMM NTWRK LTD	SHS	M8183P102	548	43721	SH	DEFINED	9
			86	6894	SH	DEFINED	20
			-----	-----			
			635	50615			
CNH GLOBAL N V	SHS NEW	N20935206	7	340	SH	DEFINED	20
			-----	-----			
			7	340			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
CORE LABORATORIES N V	COM	N22717107	861	8501	SH		DEFINED	9
			169	1672	SH		DEFINED	20
			-----	-----				
			1031	10173				
QIAGEN N V	ORD	N72482107	87	4424	SH		DEFINED	9
			92	4675	SH		DEFINED	20
			-----	-----				
			180	9099				
STEINER LEISURE LTD	ORD	P8744Y102	37	1066	SH		DEFINED	9
			-----	-----				
			37	1066				
EXCEL MARITIME CARRIERS LTD	COM	V3267N107	26	1700	SH		DEFINED	9
			-----	-----				
			26	1700				
ROYAL CARIBBEAN CRUISES LTD	COM	V7780T103	19	919	SH		DEFINED	9
			27	1318	SH		DEFINED	20
			-----	-----				
			46	2237				
AEGEAN MARINE PETROLEUM NETW	SHS	Y0017S102	602	26934	SH		DEFINED	9
			97	4353	SH		DEFINED	20
			-----	-----				
			699	31287				
DHT MARITIME INC	COM	Y2065G105	1	200	SH		DEFINED	20
			-----	-----				
			1	200				
DIANA SHIPPING INC	COM	Y2066G104	2	100	SH		DEFINED	9
			209	10600	SH		DEFINED	20
			-----	-----				
			211	10700				

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EAGLE BULK SHIPPING INC	COM	Y2187A101	42	3000	SH	DEFINED	20
			14	1000	SH	DEFINED	8
			-----	-----			
			56	4000			
FLEXTRONICS INTL LTD	ORD	Y2573F102	7	1040	SH	DEFINED	9
			2	280	SH	DEFINED	20
			-----	-----			
			9	1320			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PUT/ CALL	INVSTMT DSCRETN	O MA
GENCO SHIPPING & TRADING LTD	SHS	Y2685T107	33	1000	SH	DEFINED	20
			-----	-----			
			33	1000			
SEASPAN CORP	SHS	Y75638109	5	250	SH	DEFINED	9
			2	100	SH	DEFINED	20
			-----	-----			
			6	350			
TEEKAY CORPORATION	COM	Y8564W103	11	403	SH	DEFINED	9
			0	4	SH	DEFINED	20
			-----	-----			
			11	407			
VERIGY LTD	SHS	Y93691106	1	72	SH	DEFINED	9
			1	65	SH	DEFINED	20
			-----	-----			
			2	137			
AAR CORP	COM	000361105	671	40431	SH	DEFINED	9
			317	19094	SH	DEFINED	20
			-----	-----			
			988	59525			
ABB LTD	SPONSORED ADR	000375204	404	20846	SH	DEFINED	9
			773	39846	SH	DEFINED	20
			3	163	SH	DEFINED	8
			-----	-----			
			1181	60855			
ACCO BRANDS CORP	COM	00081T108	2	235	SH	DEFINED	9
			1	96	SH	DEFINED	20
			-----	-----			
			2	331			
A D C TELECOMMUNICATIONS	COM NEW	000886309	163	19292	SH	DEFINED	9
			16	1880	SH	DEFINED	20
			-----	-----			

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			179	21172		
ABM INDS INC	COM	000957100	22	1000	SH	DEFINED 9
			-----	-----		
			22	1000		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN CALL	PUT/ DSCRETN	INVSTMT	O
AFLAC INC	COM	001055102	11463	195112	SH		DEFINED 9	
			8795	149707	SH		DEFINED 20	
			5	87	SH		DEFINED 8	
			-----	-----				
			20263	344906				
AGCO CORP	COM	001084102	55	1297	SH		DEFINED 9	
			4	90	SH		DEFINED 20	
			-----	-----				
			59	1387				
AGL RES INC	COM	001204106	143	4555	SH		DEFINED 9	
			126	4029	SH		DEFINED 20	
			-----	-----				
			269	8584				
AES CORP	COM	00130H105	216	18462	SH		DEFINED 9	
			32	2703	SH		DEFINED 20	
			-----	-----				
			247	21165				
AK STL HLDG CORP	COM	001547108	37	1420	SH		DEFINED 9	
			-----	-----				
			37	1420				
AMB PROPERTY CORP	COM	00163T109	79	1750	SH		DEFINED 9	
			1196	26395	SH		DEFINED 20	
			-----	-----				
			1275	28145				
AMICAS INC	COM	001712108	0	160	SH		DEFINED 9	
			2	800	SH		DEFINED 20	
			-----	-----				
			2	960				
AMN HEALTHCARE SERVICES INC	COM	001744101	37	2125	SH		DEFINED 9	
			-----	-----				
			37	2125				
AMR CORP	COM	001765106	12	1256	SH		DEFINED 9	
			-----	-----				
			12	1256				

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APAC CUSTOMER SERVICES INC COM 00185E106 43 20000 SH DEFINED 20

43 20000

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AT&T INC	COM	00206R102	36478	1306513	SH		DEFINED 9	
			37571	1345656	SH		DEFINED 20	
			120	4295	SH		DEFINED 8	
			74169	2656464				
ATMI INC	COM	00207R101	30	1650	SH		DEFINED 9	
			30	1650				
A S DAMPSKIBSSELSKABET TORM	SPONSORED ADR	00208W109	26	1100	SH		DEFINED 20	
			26	1100				
ATC TECHNOLOGY CORP	COM	00211W104	36	1525	SH		DEFINED 9	
			36	1525				
AVX CORP NEW	COM	002444107	15	1442	SH		DEFINED 9	
			15	1442				
AZZ INC	COM	002474104	627	15163	SH		DEFINED 9	
			118	2862	SH		DEFINED 20	
			746	18025				
ABAXIS INC	COM	002567105	19	956	SH		DEFINED 9	
			20	1030	SH		DEFINED 20	
			39	1986				
ABBOTT LABS	COM	002824100	65585	1139016	SH		DEFINED 9	
			43615	757459	SH		DEFINED 20	
			128	2220	SH		DEFINED 8	
			109327	1898695				
ABERCROMBIE & FITCH CO	CL A	002896207	30	750	SH		DEFINED 9	
			11	283	SH		DEFINED 20	
			41	1033				

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ABERDEEN ASIA PACIFIC INCOM	COM	003009107	219	43717	SH	DEFINED	9
			2110	420222	SH	DEFINED	20
			2329	463939			
ABERDEEN AUSTRALIA EQTY FD I	COM	003011103	75	7200	SH	DEFINED	20
			21	2000	SH	DEFINED	8
			95	9200			
ABERDEEN GLOBAL INCOME FD IN	COM	003013109	2	241	SH	DEFINED	20
			2	241			
ABRAXIS BIOSCIENCE INC NEW	COM	00383Y102	4	52	SH	DEFINED	20
			4	52			
ACADIA PHARMACEUTICALS INC	COM	004225108	3	1000	SH	DEFINED	9
			3	1000			
ACADIA RLTY TR	COM SH BEN INT	004239109	24	965	SH	DEFINED	20
			24	965			
ACCELRY S INC	COM	00430U103	4	700	SH	DEFINED	9
			4	700			
ACCURAY INC	COM	004397105	137	16925	SH	DEFINED	9
			137	16925			
ACERGY S A	SPONSORED ADR	00443E104	251	24915	SH	DEFINED	9
			194	19283	SH	DEFINED	20
			445	44198			
ACTIVISION BLIZZARD INC	COM	00507V109	3845	249192	SH	DEFINED	9
			430	27897	SH	DEFINED	20
			4275	277089			

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ACUITY BRANDS INC	COM	00508Y102	29	700	SH		DEFINED 9	
			21	498	SH		DEFINED 20	
			50	1198				
ADAMS EXPRESS CO	COM	006212104	12	1074	SH		DEFINED 9	
			9	800	SH		DEFINED 20	
			20	1874				
ADAPTEC INC	NOTE 0.750%12	00651FAG3	695	7000	SH		DEFINED 9	
			695	7000				
ADMINISTAFF INC	COM	007094105	30	1100	SH		DEFINED 9	
			30	1100				
ADOBE SYS INC	COM	00724F101	384	9731	SH		DEFINED 9	
			517	13111	SH		DEFINED 20	
			16	400	SH		DEFINED 8	
			917	23242				
ADOLOR CORP	COM	00724X102	35	10000	SH		DEFINED 9	
			35	10000				
ADVANCE AUTO PARTS INC	COM	00751Y106	159	4000	SH		DEFINED 9	
			222	5585	SH		DEFINED 20	
			380	9585				
ADVANCED SEMICONDUCTOR ENGR	SPONSORED ADR	00756M404	1	315	SH		DEFINED 20	
			1	315				
ADVANCED MEDICAL OPTICS INC	COM	00763M108	26	1462	SH		DEFINED 9	
			26	1462				
ADVENT CLAY GBL CONV SEC INC	COM BENE INTER	007639107	16	2000	SH		DEFINED 20	
			16	2000				

FORM 13F SEC NO 28-539
NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
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ADVENT CLAYMORE CV SECS & IN	COM	00764C109	57	3570	SH	DEFINED 9
			57	3570		
AECOM TECHNOLOGY CORP DELAWA	COM	00766T100	14	553	SH	DEFINED 9
			9	358	SH	DEFINED 20
			22	911		
AEROPOSTALE	COM	007865108	366	11388	SH	DEFINED 9
			58	1796	SH	DEFINED 20
			423	13184		
ADVANCED MICRO DEVICES INC	COM	007903107	13	2525	SH	DEFINED 9
			3	500	SH	DEFINED 20
			16	3025		
AEGON N V	NY REGISTRY SH	007924103	259	29463	SH	DEFINED 9
			324	36955	SH	DEFINED 20
			583	66418		
ADVANCED ENERGY INDS	COM	007973100	26	1900	SH	DEFINED 9
			26	1900		
ADVENT SOFTWARE INC	COM	007974108	95	2691	SH	DEFINED 9
			261	7399	SH	DEFINED 20
			355	10090		
AEROVIRONMENT INC	COM	008073108	3	100	SH	DEFINED 8
			3	100		
AETNA INC NEW	COM	00817Y108	124	3440	SH	DEFINED 9
			173	4788	SH	DEFINED 20
			297	8228		
AFFILIATED COMPUTER SERVICES	CL A	008190100	340	6720	SH	DEFINED 9
			314	6197	SH	DEFINED 20
			654	12917		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
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AFFILIATED MANAGERS GROUP	COM	008252108	225	2719	SH	DEFINED	9
			-----	-----			
			225	2719			
AFFYMETRIX INC	COM	00826T108	1	176	SH	DEFINED	9
			-----	-----			
			1	176			
AGILENT TECHNOLOGIES INC	COM	00846U101	550	18548	SH	DEFINED	9
			33	1100	SH	DEFINED	20
			-----	-----			
			583	19648			
AGNICO EAGLE MINES LTD	COM	008474108	94	1700	SH	DEFINED	9
			-----	-----			
			94	1700			
AGREE REALTY CORP	COM	008492100	150	5243	SH	DEFINED	20
			-----	-----			
			150	5243			
AGRIUM INC	COM	008916108	402	7164	SH	DEFINED	9
			292	5215	SH	DEFINED	20
			-----	-----			
			694	12379			
AIR PRODS & CHEMS INC	COM	009158106	16765	244779	SH	DEFINED	9
			10440	152423	SH	DEFINED	20
			23	340	SH	DEFINED	8
			-----	-----			
			27228	397542			
AIR TRANSPORT SERVICES GRP I	COM	00922R105	1	1800	SH	DEFINED	20
			-----	-----			
			1	1800			
AIRGAS INC	COM	009363102	20	402	SH	DEFINED	20
			-----	-----			
			20	402			
AIRVANA INC	COM	00950V101	13	2200	SH	DEFINED	20
			-----	-----			
			13	2200			

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NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
-----	-----	-----	-----	-----	-----	-----	-----	-----
AKAMAI TECHNOLOGIES INC	COM	00971T101	278	15940	SH		DEFINED	9
			240	13753	SH		DEFINED	20
			-----	-----				
			518	29693				

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ALBANY INTL CORP	NOTE 2.250% 3	012348AC2	259	3000	SH	DEFINED 9
			-----	-----		
			259	3000		
ALBANY INTL CORP	CL A	012348108	218	7979	SH	DEFINED 9
			22	814	SH	DEFINED 20
			-----	-----		
			240	8793		
ALBEMARLE CORP	COM	012653101	135	4368	SH	DEFINED 9
			294	9526	SH	DEFINED 20
			-----	-----		
			428	13894		
ALBERTO CULVER CO NEW	COM	013078100	467	17137	SH	DEFINED 9
			481	17675	SH	DEFINED 20
			-----	-----		
			948	34812		
ALCOA INC	COM	013817101	3591	159018	SH	DEFINED 9
			2522	111704	SH	DEFINED 20
			2	100	SH	DEFINED 8
			-----	-----		
			6115	270822		
ALCATEL-LUCENT	SPONSORED ADR	013904305	389	101381	SH	DEFINED 9
			2	517	SH	DEFINED 20
			1	214	SH	DEFINED 8
			-----	-----		
			392	102112		
ALEXANDER & BALDWIN INC	COM	014482103	280	6349	SH	DEFINED 9
			392	8905	SH	DEFINED 20
			-----	-----		
			672	15254		
ALEXANDRIA REAL ESTATE EQ IN	COM	015271109	27	238	SH	DEFINED 20
			-----	-----		
			27	238		

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NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PUT/ CALL	INVSTMT DSCRETN	O MA
-----	-----	-----	-----	-----	-----	-----	-----
ALEXION PHARMACEUTICALS INC	COM	015351109	1834	46672	SH	DEFINED 9	
			232	5895	SH	DEFINED 20	
			-----	-----			
			2066	52567			
ALLEGHANY CORP DEL	COM	017175100	116	318	SH	DEFINED 9	
			315	862	SH	DEFINED 20	
			-----	-----			
			431	1180			

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ALLEGHENY ENERGY INC	COM	017361106	509 17	13835 468	SH SH	DEFINED 9 DEFINED 20
			-----	-----		
			526	14303		
ALLEGHENY TECHNOLOGIES INC	COM	01741R102	6 174	219 5872	SH SH	DEFINED 9 DEFINED 20
			-----	-----		
			180	6091		
ALLERGAN INC	NOTE 1.500% 4	018490AL6	5693	55000	SH	DEFINED 9
			-----	-----		
			5693	55000		
ALLERGAN INC	COM	018490102	444 251	8618 4877	SH SH	DEFINED 9 DEFINED 20
			-----	-----		
			695	13495		
ALLETE INC	COM NEW	018522300	41 23	925 525	SH SH	DEFINED 9 DEFINED 20
			-----	-----		
			65	1450		
ALLIANCE CALIF MUN INCOME FD	COM	018546101	0	29	SH	DEFINED 9
			-----	-----		
				29		
ALLIANCE DATA SYSTEMS CORP	COM	018581108	274 46	4322 722	SH SH	DEFINED 9 DEFINED 20
			-----	-----		
			320	5044		
ALLIANCEBERNSTEIN NATL MUNI	COM	01864U106	13	1204	SH	DEFINED 9
			-----	-----		
			13	1204		

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NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
ALLIANCE RES PARTNER L P	UT LTD PART	01877R108	41	1300	SH		DEFINED 20	
			-----	-----				
			41	1300				
ALLIANCEBERNSTEIN GBL HGH IN	COM	01879R106	41 74	4055 7419	SH SH		DEFINED 9 DEFINED 20	
			-----	-----				
			115	11474				
ALLIANT ENERGY CORP	COM	018802108	77 43	2406 1328	SH SH		DEFINED 9 DEFINED 20	

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				120	3734		
ALLIANT TECHSYSTEMS INC	NOTE 2.750% 2	018804AH7	5114	42000	SH	DEFINED	9
			5114	42000			
ALLIANT TECHSYSTEMS INC	COM	018804104	510	5426	SH	DEFINED	9
			329	3504	SH	DEFINED	20
			839	8930			
ALLIANZ SE	SP ADR 1/10 SH	018805101	64	4657	SH	DEFINED	9
			76	5548	SH	DEFINED	20
			140	10205			
ALLIANCEBERNSTEIN INCOME FUN	COM	01881E101	30	3991	SH	DEFINED	9
			203	26975	SH	DEFINED	20
			233	30966			
ALLIANCEBERNSTEIN HOLDING LP	UNIT LTD PARTN	01881G106	141	3800	SH	DEFINED	9
			254	6860	SH	DEFINED	20
			395	10660			
ALLIED CAP CORP NEW	COM	01903Q108	5	500	SH	DEFINED	9
			2	150	SH	DEFINED	20
			7	650			
ALLIED IRISH BKS P L C	SPON ADR ORD	019228402	10	605	SH	DEFINED	9
			10	605			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PUT/ INVSTMT PRN CALL DSCRETN	O MA	
ALLSCRIPTS HEALTHCARE SOLUTI	COM	01988P108	28	2278	SH	DEFINED	9
			35	2851	SH	DEFINED	20
			64	5129			
ALLSTATE CORP	COM	020002101	5278	114450	SH	DEFINED	9
			11542	250267	SH	DEFINED	20
			2	50	SH	DEFINED	8
			16823	364767			
ALMOST FAMILY INC	COM	020409108	47	1200	SH	DEFINED	9

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				47	1200		
ALPHA NATURAL RESOURCES INC	COM	02076X102	46	897	SH	DEFINED	20
			46	897			
ALPINE GLOBAL PREMIER PPTYS	COM SBI	02083A103	16	2418	SH	DEFINED	9
			26	4000	SH	DEFINED	20
			42	6418			
ALPINE TOTAL DYNAMIC DIVID F	COM SBI	021060108	2	200	SH	DEFINED	20
			2	200			
ALTERA CORP	COM	021441100	994	48069	SH	DEFINED	9
			2760	133461	SH	DEFINED	20
			3754	181530			
ALTRIA GROUP INC	COM	02209S103	8018	404109	SH	DEFINED	9
			19417	978665	SH	DEFINED	20
			3	150	SH	DEFINED	8
			27437	1382924			
ALZA CORP	SDCV	7 02261WAB5	2496	26000	SH	DEFINED	9
			2496	26000			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PUT/ CALL	INVSTMT DSCRETN	O MA
AMAZON COM INC	COM	023135106	1140	15667	SH	DEFINED	9
			778	10686	SH	DEFINED	20
			5	62	SH	DEFINED	8
			1922	26415			
AMDOCS LTD	NOTE 0.500% 3	02342TAD1	3890	40000	SH	DEFINED	9
			97	1000	SH	DEFINED	20
			3987	41000			
AMEDISYS INC	COM	023436108	457	9386	SH	DEFINED	9
			71	1464	SH	DEFINED	20
			528	10850			
AMEREN CORP	COM	023608102	81	2073	SH	DEFINED	9
			355	9104	SH	DEFINED	20

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			436	11177		
AMERICA FIRST TAX EX IVS L P	BEN UNIT CTF	02364V107	0	83	SH	DEFINED 9
			9	1500	SH	DEFINED 20

			9	1583		
AMERICA MOVIL SAB DE CV	SPON ADR L SHS	02364W105	169	3646	SH	DEFINED 9
			259	5582	SH	DEFINED 20

			428	9228		
AMCORE FINL INC	COM	023912108	158	16876	SH	DEFINED 20

			158	16876		
AMERICAN AXLE & MFG HLDGS IN	COM	024061103	219	40830	SH	DEFINED 20

			219	40830		
AMERICAN CAP LTD	COM	02503Y103	406	15899	SH	DEFINED 9
			450	17625	SH	DEFINED 20
			38	1500	SH	DEFINED 8

			893	35024		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PUT/ CALL	INVSTMT DSCRETN	O MA
AMERICAN COMMERCIAL LINES	COM NEW	025195207	1	66	SH	DEFINED 9	

			1	66			
AMERICAN EAGLE OUTFITTERS NE	COM	02553E106	384	25189	SH	DEFINED 9	
			245	16078	SH	DEFINED 20	

			629	41267			
AMERICAN ELEC PWR INC	COM	025537101	3084	83283	SH	DEFINED 9	
			1438	38826	SH	DEFINED 20	
			3	89	SH	DEFINED 8	

			4525	122198			
AMERICAN EXPRESS CO	COM	025816109	2772	78247	SH	DEFINED 9	
			1218	34371	SH	DEFINED 20	
			3	73	SH	DEFINED 8	

			3993	112691			
AMERICAN FINL GROUP INC OHIO	COM	025932104	73	2466	SH	DEFINED 9	

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			73	2466			
AMERICAN GREETINGS CORP	CL A	026375105	15	1000 SH	DEFINED	9	
			-----	-----			
			15	1000			
AMERICAN INCOME FD INC	COM	02672T109	60	10000 SH	DEFINED	9	
			-----	-----			
			60	10000			
AMERICAN INTL GROUP INC	COM	026874107	535	160718 SH	DEFINED	9	
			114	34322 SH	DEFINED	20	
			0	40 SH	DEFINED	8	
			-----	-----			
			650	195080			
AMERICAN MED SYS HLDGS INC	COM	02744M108	9	500 SH	DEFINED	9	
			85	4811 SH	DEFINED	20	
			-----	-----			
			94	5311			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN CALL	PUT/ DSCRETN	INVSTMT	O MA
-----	-----	-----	-----	-----	-----	-----	-----	-----
AMERICAN MUN INCOME PORTFOLI	COM	027649102	28	2788 SH	DEFINED	20		
			-----	-----				
			28	2788				
AMERICAN PUBLIC EDUCATION IN	COM	02913V103	757	15670 SH	DEFINED	9		
			122	2525 SH	DEFINED	20		
			-----	-----				
			878	18195				
AMERICAN REPROGRAPHICS CO	COM	029263100	40	2316 SH	DEFINED	9		
			-----	-----				
			40	2316				
AMERICAN SCIENCE & ENGR INC	COM	029429107	27	450 SH	DEFINED	9		
			6	100 SH	DEFINED	20		
			-----	-----				
			33	550				
AMERICAN SOFTWARE INC	CL A	029683109	5	1000 SH	DEFINED	9		
			-----	-----				
			5	1000				
AMERICAN STS WTR CO	COM	029899101	12	300 SH	DEFINED	9		
			-----	-----				
			12	300				
AMERICAN TOWER CORP	CL A	029912201	1493	41503 SH	DEFINED	9		
			832	23132 SH	DEFINED	20		

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			2325	64635		
AMERN STRATEGIC INCOME PTFL	COM	030099105	61	6509	SH	DEFINED 9
			61	6509		
AMERICAN SUPERCONDUCTOR CORP	COM	030111108	82	3500	SH	DEFINED 9
			82	3500		
AMERICAN WTR WKS CO INC NEW	COM	030420103	3	158	SH	DEFINED 9
			3	158		
AMERICREDIT CORP	COM	03060R101	0	1	SH	DEFINED 9
				1		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
AMERISTAR CASINOS INC	COM	03070Q101	2	144	SH		DEFINED 9	
			2	144				
AMERON INTL INC	COM	030710107	0	6	SH		DEFINED 20	
				6				
AMERISOURCEBERGEN CORP	COM	03073E105	340	9036	SH		DEFINED 9	
			57	1521	SH		DEFINED 20	
			397	10557				
AMERIPRISE FINL INC	COM	03076C106	746	19531	SH		DEFINED 9	
			317	8308	SH		DEFINED 20	
			1063	27839				
AMERIGAS PARTNERS L P	UNIT L P INT	030975106	21	700	SH		DEFINED 9	
			21	700				
AMGEN INC	NOTE 0.375% 2	031162AQ3	7290	81000	SH		DEFINED 9	
			7290	81000				
AMGEN INC	COM	031162100	16265	274419	SH		DEFINED 9	
			10302	173808	SH		DEFINED 20	
			26566	448227				

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AMPAL AMERN ISRAEL CORP	CL A	032015109	1	250	SH	DEFINED	9
			-----	-----			
			1	250			
AMPHENOL CORP NEW	CL A	032095101	68	1692	SH	DEFINED	9
			2	57	SH	DEFINED	20
			-----	-----			
			70	1749			
AMYLIN PHARMACEUTICALS INC	COM	032346108	14	700	SH	DEFINED	9
			8	400	SH	DEFINED	20
			-----	-----			
			22	1100			

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-----	-----	-----	-----	-----	-----	-----	-----	-----
ANADARKO PETE CORP	COM	032511107	4184	86245	SH	DEFINED	9	
			3585	73901	SH	DEFINED	20	
			49	1000	SH	DEFINED	8	
			-----	-----				
			7817	161146				
ANALOG DEVICES INC	COM	032654105	842	31942	SH	DEFINED	9	
			417	15833	SH	DEFINED	20	
			-----	-----				
			1259	47775				
ANALOGIC CORP	COM PAR \$0.05	032657207	22	450	SH	DEFINED	9	
			-----	-----				
			22	450				
ANDERSONS INC	COM	034164103	74	2093	SH	DEFINED	9	
			-----	-----				
			74	2093				
ANGIODYNAMICS INC	COM	03475V101	40	2536	SH	DEFINED	9	
			43	2742	SH	DEFINED	20	
			-----	-----				
			83	5278				
ANGLO AMERN PLC	ADR NEW	03485P201	4365	260919	SH	DEFINED	9	
			933	55770	SH	DEFINED	20	
			4	211	SH	DEFINED	8	
			-----	-----				
			5302	316900				
ANGIOTECH PHARMACEUTICALS IN	COM	034918102	2	2000	SH	DEFINED	9	
			-----	-----				
			2	2000				

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ANGLOGOLD ASHANTI LTD	SPONSORED ADR	035128206	16	700	SH	DEFINED	20
			-----	-----			
			16	700			
ANIXTER INTL INC	NOTE 1.000% 2	035290AJ4	3679	35000	SH	DEFINED	9
			-----	-----			
			3679	35000			
ANIXTER INTL INC	COM	035290105	3	48	SH	DEFINED	9
			-----	-----			
			3	48			

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-----	-----	-----	-----	-----	-----	-----	-----	-----
ANNALY CAP MGMT INC	COM	035710409	79	5902	SH		DEFINED	9
			222	16528	SH		DEFINED	20
			-----	-----				
			302	22430				
ANNTAYLOR STORES CORP	COM	036115103	22	1075	SH		DEFINED	9
			0	10	SH		DEFINED	20
			-----	-----				
			22	1085				
ANSYS INC	COM	03662Q105	838	22125	SH		DEFINED	9
			276	7279	SH		DEFINED	20
			-----	-----				
			1114	29404				
ANWORTH MORTGAGE ASSET CP	COM	037347101	6	1025	SH		DEFINED	9
			-----	-----				
			6	1025				
AON CORP	COM	037389103	488	10854	SH		DEFINED	9
			718	15966	SH		DEFINED	20
			-----	-----				
			1206	26820				
APACHE CORP	COM	037411105	12247	117447	SH		DEFINED	9
			10679	102411	SH		DEFINED	20
			19	184	SH		DEFINED	8
			-----	-----				
			22946	220042				
APARTMENT INVT & MGMT CO	CL A	03748R101	17	483	SH		DEFINED	9
			10	292	SH		DEFINED	20
			-----	-----				
			27	775				
APOGEE ENTERPRISES INC	COM	037598109	1	69	SH		DEFINED	9
			-----	-----				

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				1	69		
APOLLO GROUP INC	CL A	037604105	617	10398	SH	DEFINED	9
			184	3098	SH	DEFINED	20
			-----	-----			
			800	13496			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN CALL	PUT/ DSCRETN	INVSTMT	O
-----	-----	-----	-----	-----	-----	-----	-----	-----
APOLLO INVT CORP	COM	03761U106	235	13758	SH	DEFINED	9	
			19	1110	SH	DEFINED	20	
			-----	-----				
			254	14868				
APPLE INC	COM	037833100	20282	178443	SH	DEFINED	9	
			7107	62527	SH	DEFINED	20	
			14	126	SH	DEFINED	8	
			-----	-----				
			27403	241096				
APPLIED INDL TECHNOLOGIES IN	COM	03820C105	10	382	SH	DEFINED	9	
			-----	-----				
			10	382				
APPLIED MATLS INC	COM	038222105	3821	252527	SH	DEFINED	9	
			2043	135046	SH	DEFINED	20	
			-----	-----				
			5864	387573				
APTARGROUP INC	COM	038336103	28	722	SH	DEFINED	9	
			-----	-----				
			28	722				
AQUA AMERICA INC	COM	03836W103	72	4044	SH	DEFINED	9	
			20	1109	SH	DEFINED	20	
			-----	-----				
			92	5153				
ARACRUZ CELULOSE S A	SPON ADR PFD B	038496204	21	562	SH	DEFINED	20	
			-----	-----				
			21	562				
ARCH CHEMICALS INC	COM	03937R102	2	52	SH	DEFINED	9	
			4	100	SH	DEFINED	20	
			-----	-----				
			5	152				
ARCELORMITTAL SA LUXEMBOURG	NY REGISTRY SH	03938L104	48	966	SH	DEFINED	9	
			2	43	SH	DEFINED	20	
			-----	-----				
			50	1009				

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FORM 13F SEC NO 28-539
 NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN CALL	PUT/ DSCRETN	INVSTMT	O MA
ARCH COAL INC	COM	039380100	51 83 ----- 134	1552 2529 ----- 4081	SH SH		DEFINED 9 DEFINED 20	
ARCHER DANIELS MIDLAND CO	NOTE 0.875% 2	039483AW2	5742 ----- 5742	71000 ----- 71000	SH		DEFINED 9	
ARCHER DANIELS MIDLAND CO	COM	039483102	511 879 2 ----- 1392	23324 40122 97 ----- 63543	SH SH SH		DEFINED 9 DEFINED 20 DEFINED 8	
ARES CAP CORP	COM	04010L103	26 ----- 26	2500 ----- 2500	SH		DEFINED 20	
ARKANSAS BEST CORP DEL	COM	040790107	18 3 ----- 20	525 76 ----- 601	SH SH		DEFINED 9 DEFINED 20	
ARRIS GROUP INC	COM	04269Q100	6 ----- 6	741 ----- 741	SH		DEFINED 9	
ARROW ELECTRS INC	COM	042735100	2 ----- 2	60 ----- 60	SH		DEFINED 20	
ART TECHNOLOGY GROUP INC	COM	04289L107	346 53 ----- 399	98346 15100 ----- 113446	SH SH		DEFINED 9 DEFINED 20	
ARVINMERITOR INC	COM	043353101	26 ----- 26	2000 ----- 2000	SH		DEFINED 20	
ASHLAND INC NEW	COM	044209104	376 63 ----- 439	12846 2170 ----- 15016	SH SH		DEFINED 9 DEFINED 20	

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 NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
ASIA TIGERS FD INC	COM	04516T105	8	515	SH		DEFINED 20	
			8	515				
ASSOCIATED BANC CORP	COM	045487105	351	17578	SH		DEFINED 9	
			392	19650	SH		DEFINED 20	
			743	37228				
ASSURANT INC	COM	04621X108	301	5479	SH		DEFINED 9	
			34	624	SH		DEFINED 20	
			336	6103				
ASTEC INDS INC	COM	046224101	24	775	SH		DEFINED 9	
			24	775				
ASTORIA FINL CORP	COM	046265104	288	13915	SH		DEFINED 9	
			268	12938	SH		DEFINED 20	
			557	26853				
ASTRAZENECA PLC	SPONSORED ADR	046353108	769	17536	SH		DEFINED 9	
			1049	23912	SH		DEFINED 20	
			5	111	SH		DEFINED 8	
			1824	41559				
ATHEROS COMMUNICATIONS INC	COM	04743P108	465	19724	SH		DEFINED 9	
			76	3202	SH		DEFINED 20	
			541	22926				
ATLANTIC TELE NETWORK INC	COM NEW	049079205	2	61	SH		DEFINED 9	
			2	61				
ATLAS ENERGY RESOURCES LLC	COM	049303100	3	100	SH		DEFINED 9	
			3	100				
ATLAS PIPELINE PARTNERS LP	UNIT L P INT	049392103	13	500	SH		DEFINED 20	
			13	500				

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 NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN CALL	PUT/ CALL	INVSTMT DSCRETN	O MA
ATMEL CORP	COM	049513104	8	2242	SH		DEFINED 9	
			8	2242				
ATMOS ENERGY CORP	COM	049560105	31	1150	SH		DEFINED 20	
			31	1150				
ATRION CORP	COM	049904105	31	300	SH		DEFINED 9	
			31	300				
ATWOOD OCEANICS INC	COM	050095108	633	17390	SH		DEFINED 9	
			1067	29306	SH		DEFINED 20	
			1700	46696				
AUTODESK INC	COM	052769106	1229	36639	SH		DEFINED 9	
			1189	35437	SH		DEFINED 20	
			2418	72076				
AUTOLIV INC	COM	052800109	20	578	SH		DEFINED 9	
			22	664	SH		DEFINED 20	
			42	1242				
AUTOMATIC DATA PROCESSING IN	COM	053015103	29544	691080	SH		DEFINED 9	
			15752	368475	SH		DEFINED 20	
			11	258	SH		DEFINED 8	
			45307	1059813				
AUTONATION INC	COM	05329W102	3	236	SH		DEFINED 9	
			2	135	SH		DEFINED 20	
			4	371				
AUTOZONE INC	COM	053332102	76	615	SH		DEFINED 9	
			38	306	SH		DEFINED 20	
			114	921				

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NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN CALL	PUT/ CALL	INVSTMT DSCRETN	O MA
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AVALONBAY CMNTYS INC	COM	053484101	61 30 90	615 SH 300 SH 915	DEFINED 9 DEFINED 20
AVERY DENNISON CORP	COM	053611109	705 128 9 842	15846 SH 2883 SH 200 SH 18929	DEFINED 9 DEFINED 20 DEFINED 8
AVIGEN INC	COM	053690103	1 1	200 SH 200	DEFINED 9
AVIS BUDGET GROUP	COM	053774105	0 0	12 SH 50 SH 62	DEFINED 9 DEFINED 20
AVISTA CORP	COM	05379B107	260 5 265	11970 SH 252 SH 12222	DEFINED 9 DEFINED 20
AVNET INC	DBCV 2.000% 3	053807AL7	598 598	6000 SH 6000	DEFINED 9
AVNET INC	COM	053807103	347 101 448	14100 SH 4093 SH 18193	DEFINED 9 DEFINED 20
AVOCENT CORP	COM	053893103	1 1	61 SH 61	DEFINED 9
AVON PRODS INC	COM	054303102	287 581 868	6910 SH 13979 SH 20889	DEFINED 9 DEFINED 20

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NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN CALL	PUT/ CALL	INVSTMT DSCRETN	O MA
AXA	SPONSORED ADR	054536107	632 1255 6	19340 SH 38412 SH 185 SH			DEFINED 9 DEFINED 20 DEFINED 8	

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			1892	57937		
AXCELIS TECHNOLOGIES INC	COM	054540109	2	1079 SH	DEFINED	9
			-----	-----		
			2	1079		
AXSYS TECHNOLOGIES INC	COM	054615109	333	5642 SH	DEFINED	9
			53	899 SH	DEFINED	20
			-----	-----		
			386	6541		
BB&T CORP	COM	054937107	3656	96731 SH	DEFINED	9
			10919	288859 SH	DEFINED	20
			12	327 SH	DEFINED	8
			-----	-----		
			14588	385917		
BGC PARTNERS INC	CL A	05541T101	271	63256 SH	DEFINED	9
			42	9739 SH	DEFINED	20
			-----	-----		
			313	72995		
BHP BILLITON PLC	SPONSORED ADR	05545E209	15	323 SH	DEFINED	20
			-----	-----		
			15	323		
BJS WHOLESALE CLUB INC	COM	05548J106	7	175 SH	DEFINED	9
			4	100 SH	DEFINED	20
			-----	-----		
			11	275		
BJ SVCS CO	COM	055482103	74	3866 SH	DEFINED	9
			816	42631 SH	DEFINED	20
			-----	-----		
			889	46497		
BOK FINL CORP	COM NEW	05561Q201	34	712 SH	DEFINED	9
			-----	-----		
			34	712		

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NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
BP PLC	SPONSORED ADR	055622104	28225	562591 SH			DEFINED	9
			17378	346383 SH			DEFINED	20
			64	1280 SH			DEFINED	8
			-----	-----				
			45667	910254				
BP PRUDHOE BAY RTY TR	UNIT BEN INT	055630107	418	4500 SH			DEFINED	9
			502	5400 SH			DEFINED	20
			-----	-----				

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			920	9900		
BRE PROPERTIES INC	CL A	05564E106	20	400 SH	DEFINED 9	
			-----	-----		
			20	400		
BT GROUP PLC	ADR	05577E101	33	1131 SH	DEFINED 9	
			-----	-----		
			33	1131		
BMC SOFTWARE INC	COM	055921100	752	26251 SH	DEFINED 9	
			316	11051 SH	DEFINED 20	
			-----	-----		
			1068	37302		
BAIDU COM INC	SPON ADR REP A	056752108	72	289 SH	DEFINED 9	
			12	50 SH	DEFINED 20	
			-----	-----		
			84	339		
BAKER HUGHES INC	COM	057224107	704	11627 SH	DEFINED 9	
			622	10271 SH	DEFINED 20	
			-----	-----		
			1326	21898		
BALDOR ELEC CO	COM	057741100	330	11464 SH	DEFINED 9	
			39	1370 SH	DEFINED 20	
			-----	-----		
			370	12834		
BALL CORP	COM	058498106	17	423 SH	DEFINED 9	
			20	500 SH	DEFINED 20	
			3	72 SH	DEFINED 8	
			-----	-----		
			39	995		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN CALL	PUT/ DSCRETN	INVSTMT	O MA
BALLARD PWR SYS INC	COM	05858H104	0	50 SH		DEFINED 20		
			-----	-----				
				50				
BALLY TECHNOLOGIES INC	COM	05874B107	106	3491 SH		DEFINED 9		
			44	1452 SH		DEFINED 20		
			-----	-----				
			150	4943				
BANCFIRST CORP	COM	05945F103	267	5534 SH		DEFINED 9		
			379	7844 SH		DEFINED 20		
			-----	-----				
			647	13378				

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BANCO BILBAO VIZCAYA ARGENTA	SPONSORED ADR	05946K101	335	20695	SH	DEFINED	9		
			5348	330756	SH	DEFINED	20		
			5	322	SH	DEFINED	8		
			-----	-----					
			5688	351773					
BANCO BRADESCO S A	SP ADR PFD NEW	059460303	89	5523	SH	DEFINED	9		
			749	46509	SH	DEFINED	20		
			5	341	SH	DEFINED	8		
			-----	-----					
			843	52373					
BANCO SANTANDER SA	ADR	05964H105	652	43397	SH	DEFINED	9		
			484	32203	SH	DEFINED	20		
			-----	-----					
						1136	75600		
BANCOLOMBIA S A	SPON ADR PEF	05968L102	0	10	SH	DEFINED	20		
			-----	-----					
							10		
BANK OF AMERICA CORPORATION	COM	060505104	32997	942783	SH	DEFINED	9		
			20157	575920	SH	DEFINED	20		
			100	2850	SH	DEFINED	8		
			-----	-----					
			53254	1521553					
BANK HAWAII CORP	COM	062540109	35	660	SH	DEFINED	20		
			-----	-----					
						35	660		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
BANK OF THE OZARKS INC	COM	063904106	27	1000	SH		DEFINED	9
			-----	-----				
						27	1000	
BANK OF NEW YORK MELLON CORP	COM	064058100	22562	692502	SH		DEFINED	9
			6192	190068	SH		DEFINED	20
			13	385	SH		DEFINED	8
			-----	-----				
			28767	882955				
BANK NOVA SCOTIA HALIFAX	COM	064149107	16	350	SH		DEFINED	9
			-----	-----				
						16	350	
BANK OF THE CAROLINES CORP	COM	06425J102	6	1059	SH		DEFINED	9
			-----	-----				
						6	1059	

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BANKRATE INC	COM	06646V108	59	1528 SH	DEFINED 9
			25	647 SH	DEFINED 20
			85	2175	
BARCLAYS BK PLC	DJAIG CMDT ETN	06738C778	200	3874 SH	DEFINED 9
			2963	57498 SH	DEFINED 20
			3163	61372	
BARCLAYS PLC	ADR	06738E204	51	2083 SH	DEFINED 9
			103	4155 SH	DEFINED 20
			154	6238	
BARD C R INC	COM	067383109	423	4462 SH	DEFINED 9
			855	9016 SH	DEFINED 20
			1279	13478	
BARCLAYS BK PLC	IPMS INDIA ETN	06739F291	2	40 SH	DEFINED 20
			2	40	
BARCLAYS BK PLC	ADR 2 PEF 2	06739F390	6	400 SH	DEFINED 9
			6	400	

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
BARCLAYS BANK PLC	ETN IPTH AGRI	06739H206	60	1250 SH			DEFINED 20	
			60	1250				
BARCLAYS BANK PLC	ADR PFD SR 5	06739H362	52	3020 SH			DEFINED 20	
			52	3020				
BARCLAYS BANK PLC	CARRY ETN 38	06739H412	26	550 SH			DEFINED 9	
			26	550				
BARCLAYS BANK PLC	ADS7.75%PFD S4	06739H511	16	1000 SH			DEFINED 20	
			16	1000				
BARCLAYS BANK PLC	SP ADR 7.1%PF3	06739H776	23	1600 SH			DEFINED 9	
			6	400 SH			DEFINED 20	
			29	2000				

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BARE ESSENTUALS INC	COM	067511105	9	804	SH	DEFINED	9
			-----	-----			
			9	804			
BARRICK GOLD CORP	COM	067901108	59	1600	SH	DEFINED	9
			47	1292	SH	DEFINED	20
			-----	-----			
			106	2892			
BARR PHARMACEUTICALS INC	COM	068306109	10	153	SH	DEFINED	9
			-----	-----			
			10	153			
BAXTER INTL INC	COM	071813109	7884	120122	SH	DEFINED	9
			1744	26577	SH	DEFINED	20
			-----	-----			
			9628	146699			
BE AEROSPACE INC	COM	073302101	531	33550	SH	DEFINED	9
			97	6137	SH	DEFINED	20
			-----	-----			
			628	39687			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVTMT DSCRETN	O MA
-----	-----	-----	-----	-----	-----	-----	-----	-----
BEACH FIRST NATL BANCSHARES	COM	073334104	9	1575	SH		DEFINED	9
			-----	-----				
			9	1575				
BEACON ROOFING SUPPLY INC	COM	073685109	35	2220	SH		DEFINED	9
			37	2368	SH		DEFINED	20
			-----	-----				
			72	4588				
BECKMAN COULTER INC	NOTE 2.500%12	075811AD1	5031	46000	SH		DEFINED	9
			-----	-----				
			5031	46000				
BECKMAN COULTER INC	COM	075811109	617	8698	SH		DEFINED	9
			548	7722	SH		DEFINED	20
			-----	-----				
			1166	16420				
BECTON DICKINSON & CO	COM	075887109	14075	175367	SH		DEFINED	9
			21800	271615	SH		DEFINED	20
			13	160	SH		DEFINED	8
			-----	-----				
			35888	447142				
BED BATH & BEYOND INC	COM	075896100	22	709	SH		DEFINED	9

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			44	1400	SH	DEFINED	20
			-----	-----			
			66	2109			
BELDEN INC	COM	077454106	163	5133	SH	DEFINED	9
			98	3074	SH	DEFINED	20
			-----	-----			
			261	8207			
BEMIS INC	COM	081437105	181	6901	SH	DEFINED	9
			39	1500	SH	DEFINED	20
			-----	-----			
			220	8401			
BENCHMARK ELECTRS INC	COM	08160H101	292	20736	SH	DEFINED	9
			358	25394	SH	DEFINED	20
			-----	-----			
			650	46130			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
BERKLEY W R CORP	COM	084423102	472	20047	SH		DEFINED	9
			248	10531	SH		DEFINED	20
			-----	-----				
			720	30578				
BERKSHIRE HATHAWAY INC DEL	CL A	084670108	0	37	SH		DEFINED	9
			0	11	SH		DEFINED	20
			-----	-----				
				48				
BERKSHIRE HATHAWAY INC DEL	CL B	084670207	2149	489	SH		DEFINED	9
			8060	1834	SH		DEFINED	20
			-----	-----				
			10210	2323				
BEST BUY INC	SDCV 2.250% 1	086516AF8	4106	42000	SH		DEFINED	9
			-----	-----				
			4106	42000				
BEST BUY INC	COM	086516101	3675	98012	SH		DEFINED	9
			3082	82194	SH		DEFINED	20
			-----	-----				
			6758	180206				
BHP BILLITON LTD	SPONSORED ADR	088606108	105	2020	SH		DEFINED	9
			720	13841	SH		DEFINED	20
			-----	-----				
			825	15861				
BIG 5 SPORTING GOODS CORP	COM	08915P101	13	1250	SH		DEFINED	9

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN CALL	PUT/ INVSTMT DSCRETN	MA
			13	1250			
BIG LOTS INC	COM	089302103	44	1576	SH	DEFINED 9	
			44	1576			
BIO RAD LABS INC	CL A	090572207	277	2798	SH	DEFINED 9	
			258	2607	SH	DEFINED 20	
			536	5405			
BIOMARIN PHARMACEUTICAL INC	COM	09061G101	537	20282	SH	DEFINED 9	
			65	2458	SH	DEFINED 20	
			602	22740			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN CALL	PUT/ INVSTMT DSCRETN	MA
BIOGEN IDEC INC	COM	09062X103	209	4153	SH	DEFINED 9	
			92	1830	SH	DEFINED 20	
			301	5983			
BIOTECH HOLDERS TR	DEPOSTRY RCPTS	09067D201	18	100	SH	DEFINED 9	
			27	150	SH	DEFINED 20	
			46	250			
BIOVAIL CORP	COM	09067J109	20	2052	SH	DEFINED 9	
			40	4114	SH	DEFINED 20	
			60	6166			
BLACK & DECKER CORP	COM	091797100	253	4166	SH	DEFINED 9	
			2	28	SH	DEFINED 20	
			255	4194			
BLACK HILLS CORP	COM	092113109	23	747	SH	DEFINED 9	
			35	1125	SH	DEFINED 20	
			58	1872			
BLACKROCK NJ INVT QUALITY MU	COM	09247C107	34	3050	SH	DEFINED 20	
			34	3050			
BLACKROCK INVT QUALITY MUN T	COM	09247D105	35	3400	SH	DEFINED 20	
			35	3400			

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BLACKROCK INCOME TR INC	COM	09247F100	66	12000	SH	DEFINED	9
			-----	-----			
			66	12000			
BLACKROCK INC	COM	09247X101	3186	16381	SH	DEFINED	9
			582	2990	SH	DEFINED	20
			-----	-----			
			3768	19371			
BLACKROCK INSD MUN TERM TR I	COM	092474105	10	1000	SH	DEFINED	9
			-----	-----			
			10	1000			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
BLACKROCK INCOME OPP TRUST I	COM	092475102	84	10000	SH		DEFINED	9
			12	1415	SH		DEFINED	20
			-----	-----				
			96	11415				
BLACKROCK CALIF MUN INCOME T	SH BEN INT	09248E102	1	46	SH		DEFINED	9
			-----	-----				
			1	46				
BLACKROCK MUN INCOME TR	SH BEN INT	09248F109	31	3058	SH		DEFINED	9
			15	1450	SH		DEFINED	20
			-----	-----				
			46	4508				
BLACKROCK FLA MUN INCOME TR	SH BEN INT	09248H105	11	1000	SH		DEFINED	20
			-----	-----				
			11	1000				
BLACKROCK N Y MUN INCOME TR	SH BEN INT	09248L106	1	40	SH		DEFINED	9
			-----	-----				
			1	40				
BLACKROCK STRATEGIC MUN TR	COM	09248T109	7	700	SH		DEFINED	9
			10	1000	SH		DEFINED	20
			-----	-----				
			17	1700				
BLACKROCK MUNICIPAL BOND TR	COM	09249H104	0	33	SH		DEFINED	9
			-----	-----				
				33				
BLACKROCK MUNI INCOME TR II	COM	09249N101	1	88	SH		DEFINED	9
			13	1276	SH		DEFINED	20
			-----	-----				
			14	1364				

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BLACKROCK LTD DURATION INC T	COM SHS	09249W101	9	750	SH	DEFINED	9
			-----	-----			
			9	750			
BLACKROCK MUN 2020 TERM TR	COM SHS	09249X109	28	2400	SH	DEFINED	20
			-----	-----			
			28	2400			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
BLACKROCK STRAT DIVD ACHIEVE	COM	09249Y107	33	3300	SH		DEFINED	20
			-----	-----				
			33	3300				
BLACKROCK S&P QLTY RK EQ MD	SHS BEN INT	09250D109	7	590	SH		DEFINED	20
			-----	-----				
			7	590				
BLACKROCK DIVID ACHIEVRS TM	COM	09250N107	39	4050	SH		DEFINED	20
			-----	-----				
			39	4050				
BLACKROCK GLBL ENRGY & RES T	COM	09250U101	22	917	SH		DEFINED	9
			-----	-----			DEFINED	20
			14	600	SH			
			-----	-----				
			36	1517				
BLACKROCK HEALTH SCIENCES TR	COM	09250W107	3	104	SH		DEFINED	9
			-----	-----				
			3	104				
BLACKROCK GLOBAL OPP EQTY TR	COM	092501105	11	618	SH		DEFINED	9
			-----	-----				
			11	618				
BLACKROCK ENHANCED DIV ACHV	COM	09251A104	96	11000	SH		DEFINED	20
			-----	-----				
			96	11000				
BLACKROCK INTL GRWTH & INC T	COM BENE INTER	092524107	7	686	SH		DEFINED	9
			-----	-----				
			7	686				
BLACKROCK MUNIVEST FD INC	COM	09253R105	192	28134	SH		DEFINED	9
			-----	-----			DEFINED	20
			41	6000	SH			
			-----	-----				
			233	34134				
BLACKROCK MUNIVEST FD II INC	COM	09253T101	1	71	SH		DEFINED	9
			-----	-----				

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			1	71		
BLACKROCK MUNIYIELD FD INC	COM	09253W104	1	72 SH	DEFINED	9
			46	4456 SH	DEFINED	20
			-----	-----		
			47	4528		

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NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN CALL	PUT/ DSCRETN	INVSTMT	MA
-----	-----	-----	-----	-----	-----	-----	-----	-----
BLACKROCK MUNIENHANCED FD IN	COM	09253Y100	72	9000 SH		DEFINED		20
			-----	-----				
			72	9000				
BLACKROCK REAL ASSET EQUITY	COM	09254B109	33	3042 SH		DEFINED		20
			-----	-----				
			33	3042				
BLACKROCK MUNIYIELD INSD FD I	COM	09254E103	12	1132 SH		DEFINED		9
			-----	-----				
			126	12257 SH		DEFINED		20
			-----	-----				
			137	13389				
BLACKROCK MUNIYIELD QUALITY	COM	09254F100	5	453 SH		DEFINED		9
			-----	-----				
			209	18744 SH		DEFINED		20
			-----	-----				
			214	19197				
BLACKROCK MUNIYIELD QUALITY	COM	09254G108	1	71 SH		DEFINED		9
			-----	-----				
			1	71				
BLACKROCK APEX MUN FD INC	COM	09254H106	38	4750 SH		DEFINED		20
			-----	-----				
			38	4750				
BLACKROCK MUNIASSETS FD INC	COM	09254J102	7	663 SH		DEFINED		9
			-----	-----				
			11	979 SH		DEFINED		20
			-----	-----				
			18	1642				
BLACKROCK MUNIHOLDINGS FLA I	COM	09254P108	6	650 SH		DEFINED		20
			-----	-----				
			6	650				
BLACKROCK MUNIYIELD FLA INC	COM	09254R104	210	20995 SH		DEFINED		20
			-----	-----				
			210	20995				
BLACKROCK MUNIYIELD FLA INSD	COM	09254T100	27	2779 SH		DEFINED		20
			-----	-----				
			27	2779				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN CALL	PUT/ DSCRETN	INVSTMT	O MA
BLACKROCK MUNIYIELD MICH INS	COM	09254V105	1 139 ----- 140	59 13645 ----- 13704	SH SH		DEFINED 9 DEFINED 20	
BLACKROCK MUNIYIELD MICH INS	COM	09254W103	104 ----- 104	10591 ----- 10591	SH		DEFINED 20	
BLACKROCK MUNIHOLDINGS N J I	COM	09254X101	40 ----- 40	3625 ----- 3625	SH		DEFINED 20	
BLACKROCK MUNIYIELD N J FD I	COM	09254Y109	40 ----- 40	3450 ----- 3450	SH		DEFINED 20	
BLACKROCK PFD INCOME STRATEG	COM	09255H105	19 ----- 19	2315 ----- 2315	SH		DEFINED 9	
BLACKROCK CORPOR HIGH YLD FD	COM	09255L106	1 ----- 1	111 ----- 111	SH		DEFINED 20	
BLACKROCK CORPOR HI YLD FD V	COM	09255N102	58 16 ----- 74	7200 2000 ----- 9200	SH SH		DEFINED 9 DEFINED 20	
BLACKROCK CORPOR HI YLD FD V	COM	09255P107	51 ----- 51	6400 ----- 6400	SH		DEFINED 9	
BLACKROCK DEBT STRAT FD INC	COM	09255R103	23 19 ----- 42	5900 5000 ----- 10900	SH SH		DEFINED 9 DEFINED 20	
BLACKROCK SR HIGH INCOME FD	COM	09255T109	7 ----- 7	2300 ----- 2300	SH		DEFINED 20	
BLACKROCK ENH CAP & INC FD I	COM	09256A109	44 ----- 44	3263 ----- 3263	SH		DEFINED 9	

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
BLDRS INDEX FDS TR	DEV MK 100 ADR	09348R201	45	2000	SH		DEFINED	9
			45	2000				
BLDRS INDEX FDS TR	EMER MK 50 ADR	09348R300	14	360	SH		DEFINED	20
			14	360				
BLOCK H & R INC	COM	093671105	260	11418	SH		DEFINED	9
			267	11717	SH		DEFINED	20
			526	23135				
BLUE COAT SYSTEMS INC	COM NEW	09534T508	14	1000	SH		DEFINED	20
			14	1000				
BLUEGREEN CORP	COM	096231105	85	12278	SH		DEFINED	9
			14	2007	SH		DEFINED	20
			99	14285				
BLUELINX HLDGS INC	COM	09624H109	1	200	SH		DEFINED	9
			1	200				
BOARDWALK PIPELINE PARTNERS	UT LTD PARTNER	096627104	124	6000	SH		DEFINED	20
			124	6000				
BOB EVANS FARMS INC	COM	096761101	895	32811	SH		DEFINED	9
			8	300	SH		DEFINED	20
			904	33111				
BOEING CO	COM	097023105	8295	144641	SH		DEFINED	9
			2014	35113	SH		DEFINED	20
			10309	179754				
BORGWARNER INC	COM	099724106	2813	85840	SH		DEFINED	9
			1238	37773	SH		DEFINED	20
			4051	123613				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
BOSTON PROPERTIES INC	COM	101121101	497	5309	SH		DEFINED 9	
			400	4276	SH		DEFINED 20	
			898	9585				
BOSTON SCIENTIFIC CORP	COM	101137107	250	20363	SH		DEFINED 9	
			29	2373	SH		DEFINED 20	
			279	22736				
BOTTOMLINE TECH DEL INC	COM	101388106	1	75	SH		DEFINED 20	
			1	75				
BOWNE & CO INC	COM	103043105	40	3500	SH		DEFINED 9	
			40	3500				
BRADY CORP	CL A	104674106	5	132	SH		DEFINED 9	
			5	132				
BRANDYWINE RLTY TR	SH BEN INT NEW	105368203	33	2083	SH		DEFINED 9	
			33	2083				
BRIGGS & STRATTON CORP	COM	109043109	8	500	SH		DEFINED 9	
			8	500				
BRIGHTPOINT INC	COM NEW	109473405	1	154	SH		DEFINED 9	
			1	154				
BRINKER INTL INC	COM	109641100	185	10344	SH		DEFINED 9	
			161	8985	SH		DEFINED 20	
			346	19329				
BRINKS CO	COM	109696104	310	5075	SH		DEFINED 9	
			287	4698	SH		DEFINED 20	
			596	9773				

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AS OF 12/31/08

VALUE SHARES/ SH/ PUT/ INVSTMT O

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	(X\$1000)	PRN AMT	PRN CALL	DSCRETN	MA
BRISTOL MYERS SQUIBB CO	COM	110122108	13521	648480	SH	DEFINED	9
			6681	320432	SH	DEFINED	20
			15	700	SH	DEFINED	8
			20216	969612			
BRISTOL MYERS SQUIBB CO	PFD CV \$2	110122207	24	60	SH	DEFINED	20
			24	60			
BRITISH AMERN TOB PLC	SPONSORED ADR	110448107	734	11836	SH	DEFINED	9
			572	9232	SH	DEFINED	20
			1306	21068			
BROADCOM CORP	CL A	111320107	566	30375	SH	DEFINED	9
			716	38438	SH	DEFINED	20
			1282	68813			
BROADRIDGE FINL SOLUTIONS IN	COM	11133T103	271	17588	SH	DEFINED	9
			688	44685	SH	DEFINED	20
			958	62273			
BROOKFIELD ASSET MGMT INC	CL A LTD VT SH	112585104	14	500	SH	DEFINED	20
			14	500			
BROOKS AUTOMATION INC	COM	114340102	22	2575	SH	DEFINED	9
			22	2575			
BROWN & BROWN INC	COM	115236101	303	14000	SH	DEFINED	20
			303	14000			
BROWN FORMAN CORP	CL A	115637100	206	2900	SH	DEFINED	20
			206	2900			
BROWN FORMAN CORP	CL B	115637209	84	1172	SH	DEFINED	9
			1110	15462	SH	DEFINED	20
			1194	16634			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN CALL	PUT/ DSCRETN	INVSTMT	O
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BROWN SHOE INC NEW	COM	115736100	216 18	13172 1100	SH SH	DEFINED 9 DEFINED 20
			-----	-----		
			234	14272		
BRUNSWICK CORP	COM	117043109	662	51790	SH	DEFINED 9
			-----	-----		
			662	51790		
BRUSH ENGINEERED MATLS INC	COM	117421107	13	700	SH	DEFINED 20
			-----	-----		
			13	700		
BUCKEYE PARTNERS L P	UNIT LTD PARTN	118230101	140 180	3762 4853	SH SH	DEFINED 9 DEFINED 20
			-----	-----		
			320	8615		
BUCYRUS INTL INC NEW	COM	118759109	3 25	78 559	SH SH	DEFINED 9 DEFINED 20
			-----	-----		
			28	637		
BUILDERS FIRSTSOURCE INC	COM	12008R107	45	7500	SH	DEFINED 9
			-----	-----		
			45	7500		
BURGER KING HLDGS INC	COM	121208201	3295 450	134169 18325	SH SH	DEFINED 9 DEFINED 20
			-----	-----		
			3745	152494		
BURLINGTON NORTHN SANTA FE C	COM	12189T104	2139 929	23139 10056	SH SH	DEFINED 9 DEFINED 20
			-----	-----		
			3068	33195		
CBL & ASSOC PPTYS INC	COM	124830100	20	1000	SH	DEFINED 20
			-----	-----		
			20	1000		
CBS CORP NEW	CL A	124857103	2	107	SH	DEFINED 20
			-----	-----		
			2	107		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN CALL	PUT/ DISCRETN	INVSTMT	O MA
-----	-----	-----	-----	-----	-----	-----	-----	-----
CBS CORP NEW	CL B	124857202	226 51	15519 3465	SH SH		DEFINED 9 DEFINED 20	
			-----	-----				
			277	18984				

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CB RICHARD ELLIS GROUP INC	CL A	12497T101	43	3179	SH	DEFINED	9
			-----	-----			
			43	3179			
CF INDS HLDGS INC	COM	125269100	414	4527	SH	DEFINED	9
			115	1254	SH	DEFINED	20
			-----	-----			
			529	5781			
CH ENERGY GROUP INC	COM	12541M102	9	200	SH	DEFINED	20
			-----	-----			
			9	200			
C H ROBINSON WORLDWIDE INC	COM NEW	12541W209	9206	180653	SH	DEFINED	9
			2225	43658	SH	DEFINED	20
			-----	-----			
			11431	224311			
CIGNA CORP	COM	125509109	1763	51880	SH	DEFINED	9
			340	10016	SH	DEFINED	20
			-----	-----			
			2103	61896			
CIT GROUP INC	COM	125581108	8	1107	SH	DEFINED	9
			-----	-----			
			8	1107			
CKE RESTAURANTS INC	COM	12561E105	2	201	SH	DEFINED	9
			-----	-----			
			2	201			
CLECO CORP NEW	COM	12561W105	475	18796	SH	DEFINED	9
			25	976	SH	DEFINED	20
			-----	-----			
			499	19772			
CME GROUP INC	COM	12572Q105	147	395	SH	DEFINED	9
			575	1547	SH	DEFINED	20
			-----	-----			
			721	1942			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
CMS ENERGY CORP	NOTE 3.375% 7	125896AY6	29969	250000	SH		DEFINED	20
			-----	-----				
			29969	250000				
CMS ENERGY CORP	COM	125896100	167	13422	SH		DEFINED	9
			79	6373	SH		DEFINED	20
			-----	-----				

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			247	19795			
CNA FINL CORP	COM	126117100	352	13407	SH	DEFINED	9
			1	56	SH	DEFINED	20
			-----	-----			
			353	13463			
CNA SURETY CORP	COM	12612L108	3	192	SH	DEFINED	9
			-----	-----			
			3	192			
CPFL ENERGIA S A	SPONSORED ADR	126153105	11	200	SH	DEFINED	20
			-----	-----			
			11	200			
CP HOLDERS	DEP RCPTS CP	12616K106	47	300	SH	DEFINED	20
			-----	-----			
			47	300			
CSX CORP	COM	126408103	3128	57327	SH	DEFINED	9
			1183	21684	SH	DEFINED	20
			-----	-----			
			4312	79011			
CTC MEDIA INC	COM	12642X106	21	1371	SH	DEFINED	9
			-----	-----			
			21	1371			
CTS CORP	COM	126501105	217	16947	SH	DEFINED	9
			21	1645	SH	DEFINED	20
			-----	-----			
			238	18592			
CVS CAREMARK CORPORATION	COM	126650100	18720	556150	SH	DEFINED	9
			10266	305002	SH	DEFINED	20
			31	932	SH	DEFINED	8
			-----	-----			
			29018	862084			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
CA INC	COM	12673P105	65	3261	SH		DEFINED	9
			78	3915	SH		DEFINED	20
			-----	-----				
			143	7176				
CABELAS INC	COM	126804301	18	1500	SH		DEFINED	20
			-----	-----				
			18	1500				
CABLEVISION SYS CORP	CL A NY CABLVS	12686C109	32	1264	SH		DEFINED	9

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			41	1642	SH	DEFINED	20
			73	2906			
CABOT MICROELECTRONICS CORP	COM	12709P103	405	12618	SH	DEFINED	9
			281	8761	SH	DEFINED	20
			686	21379			
CABOT OIL & GAS CORP	COM	127097103	35	969	SH	DEFINED	9
			35	969			
CACI INTL INC	NOTE 2.125% 5	127190AD8	3793	37000	SH	DEFINED	9
			3793	37000			
CACI INTL INC	CL A	127190304	25	500	SH	DEFINED	9
			11	216	SH	DEFINED	20
			36	716			
CADBURY PLC	SPONS ADR	12721E102	607	14817	SH	DEFINED	9
			125	3050	SH	DEFINED	20
			731	17867			
CADENCE DESIGN SYSTEM INC	COM	127387108	232	34250	SH	DEFINED	9
			112	16586	SH	DEFINED	20
			344	50836			
CAL DIVE INTL INC DEL	COM	12802T101	33	3075	SH	DEFINED	9
			33	3075			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN CALL	PUT/ DSCRETN	INVSTMT	O MA
CAL MAINE FOODS INC	COM NEW	128030202	8	300	SH	DEFINED	9	
			8	300				
CALAMOS CONV & HIGH INCOME F	COM SHS	12811P108	0	24	SH	DEFINED	9	
				24				
CALAMOS ASSET MGMT INC	CL A	12811R104	1	45	SH	DEFINED	9	
			1	45				
CALAMOS STRATEGIC TOTL RETN	COM SH BEN INT	128125101	18	2103	SH	DEFINED	9	

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				18	2103		
CALIFORNIA PIZZA KITCHEN INC	COM	13054D109		21	1650 SH	DEFINED	9
				21	1650		
CALIFORNIA WTR SVC GROUP	COM	130788102		58	1500 SH	DEFINED	9
				58	1500		
CALLIDUS SOFTWARE INC	COM	13123E500		2	525 SH	DEFINED	20
				2	525		
CALLON PETE CO DEL	COM	13123X102		18	1025 SH	DEFINED	9
				18	1025		
CALUMET SPECIALTY PRODS PTNR	UT LTD PARTNER	131476103		926	75012 SH	DEFINED	20
				926	75012		
CAMDEN PPTY TR	SH BEN INT	133131102		32	687 SH	DEFINED	20
				32	687		
CAMECO CORP	COM	13321L108		54	2400 SH	DEFINED	9
				9	400 SH	DEFINED	20
				62	2800		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
CAMERON INTERNATIONAL CORP	NOTE 2.500% 6	13342BAB1	757	6000	SH		DEFINED	9
			757	6000				
CAMERON INTERNATIONAL CORP	COM	13342B105	614	15935	SH		DEFINED	9
			358	9283	SH		DEFINED	20
			972	25218				
CAMPBELL SOUP CO	COM	134429109	3108	80519	SH		DEFINED	9
			6948	179998	SH		DEFINED	20
			10056	260517				
CANADIAN NATL RY CO	COM	136375102	32	677	SH		DEFINED	9
			587	12273	SH		DEFINED	20
			4	83	SH		DEFINED	8

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVTMT DSCRETN	MA
			623	13033				
CANADIAN NAT RES LTD	COM	136385101	27	400	SH		DEFINED 9	
			118	1727	SH		DEFINED 20	
			146	2127				
CANADIAN PAC RY LTD	COM	13645T100	2054	38138	SH		DEFINED 9	
			4696	87196	SH		DEFINED 20	
			6750	125334				
CANON INC	ADR	138006309	131	3464	SH		DEFINED 9	
			639	16936	SH		DEFINED 20	
			4	116	SH		DEFINED 8	
			775	20516				
CAPITAL ONE FINL CORP	COM	14040H105	412	8088	SH		DEFINED 9	
			159	3120	SH		DEFINED 20	
			572	11208				
CAPITALSOURCE INC	COM	14055X102	695	56529	SH		DEFINED 9	
			116	9432	SH		DEFINED 20	
			811	65961				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVTMT DSCRETN	MA
CAPITOL BANCORP LTD	COM	14056D105	208	10661	SH		DEFINED 20	
			208	10661				
CARDINAL FINL CORP	COM	14149F109	167	20723	SH		DEFINED 9	
			167	20723				
CARDINAL HEALTH INC	COM	14149Y108	3257	66084	SH		DEFINED 9	
			4249	86225	SH		DEFINED 20	
			1	30	SH		DEFINED 8	
			7507	152339				
CARDTRONICS INC	COM	14161H108	750	95446	SH		DEFINED 9	
			118	15054	SH		DEFINED 20	
			869	110500				
CAREER EDUCATION CORP	COM	141665109	22	1325	SH		DEFINED 9	

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				22	1325		
CARLISLE COS INC	COM	142339100	226	7526	SH	DEFINED	9
			37	1220	SH	DEFINED	20
			262	8746			
CARMAX INC	COM	143130102	246	17566	SH	DEFINED	9
			225	16095	SH	DEFINED	20
			471	33661			
CARNIVAL CORP	DBCV 2.000% 4	143658AN2	3793	37000	SH	DEFINED	9
			3793	37000			
CARNIVAL CORP	PAIRED CTF	143658300	4108	116218	SH	DEFINED	9
			2699	76338	SH	DEFINED	20
			6807	192556			
CARPENTER TECHNOLOGY CORP	COM	144285103	1	30	SH	DEFINED	9
			1	30			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN CALL	PUT/ DSCRETN	INVTMT	O MA
CARRIZO OIL & CO INC	COM	144577103	450	12400	SH	DEFINED	9	
			47	1294	SH	DEFINED	20	
			497	13694				
CARTER INC	COM	146229109	4	187	SH	DEFINED	9	
			4	187				
CASEYS GEN STORES INC	COM	147528103	139	4602	SH	DEFINED	9	
			14	474	SH	DEFINED	20	
			153	5076				
CASH AMER INTL INC	COM	14754D100	608	16876	SH	DEFINED	9	
			84	2337	SH	DEFINED	20	
			692	19213				
CASS INFORMATION SYS INC	COM	14808P109	28	770	SH	DEFINED	9	
			30	824	SH	DEFINED	20	
			57	1594				

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CATERPILLAR INC DEL	COM	149123101	7104 4196	119194 SH 70410 SH	DEFINED 9 DEFINED 20
			-----	-----	
			11300	189604	
CATO CORP NEW	CL A	149205106	22	1275 SH	DEFINED 9
			-----	-----	
			22	1275	
CEDAR FAIR L P	DEPOSITRY UNIT	150185106	778 285	37565 SH 13785 SH	DEFINED 9 DEFINED 20
			-----	-----	
			1063	51350	
CELADON GROUP INC	COM	150838100	21 6891	1800 SH 600815 SH	DEFINED 9 DEFINED 20
			-----	-----	
			6912	602615	
CELANESE CORP DEL	COM SER A	150870103	34	1231 SH	DEFINED 9
			-----	-----	
			34	1231	

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NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
			-----	-----				
CELERA CORP	COM	15100E106	17	1100 SH			DEFINED 9	
			-----	-----				
			17	1100				
CELGENE CORP	COM	151020104	13324 7182 13	210549 SH 113493 SH 200 SH			DEFINED 9 DEFINED 20 DEFINED 8	
			-----	-----				
			20518	324242				
CEMEX SAB DE CV	SPON ADR NEW	151290889	23 51	1316 SH 2947 SH			DEFINED 9 DEFINED 20	
			-----	-----				
			73	4263				
CENTENE CORP DEL	COM	15135B101	1	26 SH			DEFINED 20	
			-----	-----				
			1	26				
CENTERPOINT ENERGY INC	COM	15189T107	333 493	22871 SH 33816 SH			DEFINED 9 DEFINED 20	
			-----	-----				
			826	56687				
CENTEX CORP	COM	152312104	29	1786 SH			DEFINED 9	

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				29	1786		
CENTRAL EUROPE AND RUSSIA FD	COM	153436100	2	76	SH	DEFINED	9
			68	2200	SH	DEFINED	20
			70	2276			
CENTURY ALUM CO	COM	156431108	37	1326	SH	DEFINED	9
			37	1326			
CEPHEID	COM	15670R107	47	3398	SH	DEFINED	9
			50	3618	SH	DEFINED	20
			97	7016			
CENTURYTEL INC	COM	156700106	761	20771	SH	DEFINED	9
			59	1607	SH	DEFINED	20
			820	22378			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
CEPHALON INC	COM	156708109	638	8232	SH		DEFINED	9
			230	2973	SH		DEFINED	20
			868	11205				
CERADYNE INC	COM	156710105	4	100	SH		DEFINED	20
			4	100				
CERNER CORP	COM	156782104	12	278	SH		DEFINED	9
			67	1498	SH		DEFINED	20
			79	1776				
CHARLES & COLVARD LTD	COM	159765106	191	318538	SH		DEFINED	9
			191	318538				
CHARLES RIV LABS INTL INC	NOTE 2.25% 6	159864AB3	737	6000	SH		DEFINED	9
			737	6000				
CHARLES RIV LABS INTL INC	COM	159864107	314	5661	SH		DEFINED	9
			496	8932	SH		DEFINED	20
			810	14593				

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CHARLOTTE RUSSE HLDG INC	COM	161048103	13	1225	SH	DEFINED	9
			-----	-----			
			13	1225			
CHART INDS INC	COM PAR \$0.01	16115Q308	4	142	SH	DEFINED	9
			-----	-----			
			4	142			
CHEESECAKE FACTORY INC	COM	163072101	34	2308	SH	DEFINED	9
			27	1839	SH	DEFINED	20
			-----	-----			
			61	4147			
CHEMED CORP NEW	COM	16359R103	68	1662	SH	DEFINED	9
			53	1288	SH	DEFINED	20
			-----	-----			
			121	2950			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
-----	-----	-----	-----	-----	-----	-----	-----	-----
CHEMICAL FINL CORP	COM	163731102	411	13193	SH		DEFINED	20
			-----	-----				
			411	13193				
CHEMTURA CORP	COM	163893100	9	2000	SH		DEFINED	9
			-----	-----				
			9	2000				
CHEROKEE INC DEL NEW	COM	16444H102	46	2074	SH		DEFINED	20
			-----	-----				
			46	2074				
CHESAPEAKE CORP	COM	165159104	0	300	SH		DEFINED	9
			-----	-----				
				300				
CHESAPEAKE ENERGY CORP	NOTE 2.250%12	165167CB1	0	37000	SH		DEFINED	9
			-----	-----				
				37000				
CHESAPEAKE ENERGY CORP	COM	165167107	844	23545	SH		DEFINED	9
			1048	29224	SH		DEFINED	20
			-----	-----				
			1892	52769				
CHEVRON CORP NEW	COM	166764100	82739	1003136	SH		DEFINED	9
			29229	354375	SH		DEFINED	20
			153	1859	SH		DEFINED	8
			-----	-----				
			112121	1359370				

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CHEVIOT FINL CORP	COM	166774109	19	2500	SH	DEFINED	9
			-----	-----			
			19	2500			
CHICAGO BRIDGE & IRON CO N V	N Y REGISTRY S	167250109	119	6175	SH	DEFINED	9
			-----	-----			
			119	6175			
CHICOS FAS INC	COM	168615102	75	13700	SH	DEFINED	9
			-----	-----			
			12	2260	SH	DEFINED	20
			-----	-----			
			87	15960			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
CHILDRENS PL RETAIL STORES I	COM	168905107	1	30	SH		DEFINED	9
			-----	-----				
			1	30				
CHINA FD INC	COM	169373107	62	2335	SH		DEFINED	20
			-----	-----				
			62	2335				
CHINA LIFE INS CO LTD	SPON ADR REP H	16939P106	41	734	SH		DEFINED	9
			-----	-----				
			41	734				
CHINA PRECISION STEEL INC	COM	16941J106	10	3150	SH		DEFINED	20
			-----	-----				
			10	3150				
CHINA MOBILE LIMITED	SPONSORED ADR	16941M109	1896	37855	SH		DEFINED	9
			-----	-----				
			1617	32293	SH		DEFINED	20
			-----	-----				
			4	74	SH		DEFINED	8
			-----	-----				
			3517	70222				
CHINA PETE & CHEM CORP	SPON ADR H SHS	16941R108	52	669	SH		DEFINED	9
			-----	-----				
			196	2496	SH		DEFINED	20
			-----	-----				
			248	3165				
CHINA UNICOM LTD	SPONSORED ADR	16945R104	3	190	SH		DEFINED	20
			-----	-----				
			3	190				
CHIPOTLE MEXICAN GRILL INC	CL A	169656105	72	1300	SH		DEFINED	9
			-----	-----				
			7	123	SH		DEFINED	20
			-----	-----				
			79	1423				

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CHIPOTLE MEXICAN GRILL INC	CL B	169656204	23	500	SH	DEFINED	9
			-----	-----			
			23	500			
CHOICE HOTELS INTL INC	COM	169905106	25	925	SH	DEFINED	9
			-----	-----			
			25	925			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
-----	-----	-----	-----	-----	-----	-----	-----	-----
CHIQUITA BRANDS INTL INC	*W EXP 03/19/2	170032114	0	29	SH		DEFINED	9
			-----	-----				
				29				
CHIQUITA BRANDS INTL INC	COM	170032809	447	28300	SH		DEFINED	9
			-----	-----				
			447	28300				
CHUBB CORP	COM	171232101	3421	62317	SH		DEFINED	9
			8556	155848	SH		DEFINED	20
			12	225	SH		DEFINED	8
			-----	-----				
			11990	218390				
CHUNGHWA TELECOM CO LTD	SPON ADR NEW	17133Q304	24	1021	SH		DEFINED	9
			30	1274	SH		DEFINED	20
			-----	-----				
			54	2295				
CHURCH & DWIGHT INC	COM	171340102	1488	23965	SH		DEFINED	9
			189	3044	SH		DEFINED	20
			-----	-----				
			1677	27009				
CHURCHILL DOWNS INC	COM	171484108	49	1000	SH		DEFINED	20
			-----	-----				
			49	1000				
CIENA CORP	COM NEW	171779309	2	221	SH		DEFINED	9
			14	1411	SH		DEFINED	20
			-----	-----				
			16	1632				
CIMAREX ENERGY CO	COM	171798101	20	400	SH		DEFINED	9
			-----	-----				
			20	400				
CINCINNATI BELL INC NEW	COM	171871106	27	8628	SH		DEFINED	9
			1	253	SH		DEFINED	20
			-----	-----				
			27	8881				

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CINCINNATI FINL CORP	COM	172062101	53607	1884930	SH	DEFINED	9
			1286	45202	SH	DEFINED	20
			54893	1930132			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PUT/ PRN CALL	INVSTMT DSCRETN	O MA
CIRCUIT CITY STORE INC	COM	172737108	20	26260	SH	DEFINED	20
			20	26260			
CISCO SYS INC	COM	17275R102	45073	1997926	SH	DEFINED	9
			25844	1145583	SH	DEFINED	20
			103	4579	SH	DEFINED	8
			71021	3148088			
CITADEL BROADCASTING CORP	COM	17285T106	1	1256	SH	DEFINED	9
			1	1119	SH	DEFINED	20
			0	5	SH	DEFINED	8
			2	2380			
CINTAS CORP	COM	172908105	3174	110561	SH	DEFINED	9
			136	4727	SH	DEFINED	20
			3310	115288			
CITIGROUP INC	COM	172967101	8386	408877	SH	DEFINED	9
			4034	196686	SH	DEFINED	20
			18	884	SH	DEFINED	8
			12438	606447			
CITIZENS REPUBLIC BANCORP IN	COM	174420109	31	9904	SH	DEFINED	20
			31	9904			
CITRIX SYS INC	COM	177376100	337	13356	SH	DEFINED	9
			317	12566	SH	DEFINED	20
			655	25922			
CITY HLDG CO	COM	177835105	4	100	SH	DEFINED	9
			4	100			
CLARCOR INC	COM	179895107	911	24000	SH	DEFINED	9
			27	700	SH	DEFINED	20

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937 24700

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
CLAYMORE EXCHANGE TRADED FD	BNY BRI&C PTF	18383M100	51	1470	SH		DEFINED	20
			51	1470				
CLAYMORE EXCHANGE TRADED FD	ZACKS SECT RTN	18383M407	8	350	SH		DEFINED	9
			8	350				
CLAYMORE ETF TRUST 2	S&P GBL WATER	18383Q507	26	1300	SH		DEFINED	9
			119	6050	SH		DEFINED	20
			145	7350				
CLEAN ENERGY FUELS CORP	COM	184499101	1	100	SH		DEFINED	9
			1	100	SH		DEFINED	20
			3	200				
CLOROX CO DEL	COM	189054109	747	11922	SH		DEFINED	9
			809	12899	SH		DEFINED	20
			1556	24821				
CLOUGH GLOBAL ALLOCATION FUN	COM SHS BEN IN	18913Y103	5	340	SH		DEFINED	9
			5	340				
CLOUGH GLOBAL OPPORTUNITIES	SH BEN INT	18914E106	18	1457	SH		DEFINED	9
			18	1457				
COACH INC	COM	189754104	1271	50760	SH		DEFINED	9
			593	23677	SH		DEFINED	20
			1864	74437				
COCA COLA BOTTLING CO CONS	COM	191098102	101	2324	SH		DEFINED	9
			101	2324				
COCA COLA HELLENIC BTTLG CO	SPONSORED ADR	1912EP104	41	1861	SH		DEFINED	9
			704	31644	SH		DEFINED	20
			5	229	SH		DEFINED	8
			750	33734				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
COCA COLA CO	COM	191216100	41695	788475	SH		DEFINED	9
			33501	633531	SH		DEFINED	20
			61	1155	SH		DEFINED	8
			75257	1423161				
COCA COLA ENTERPRISES INC	COM	191219104	576	34323	SH		DEFINED	9
			368	21940	SH		DEFINED	20
			944	56263				
COCA COLA FEMSA S A B DE C V	SPON ADR REP L	191241108	167	3308	SH		DEFINED	20
			167	3308				
COGENT INC	COM	19239Y108	3	300	SH		DEFINED	20
			3	300				
COGNIZANT TECHNOLOGY SOLUTIO	CL A	192446102	647	28338	SH		DEFINED	9
			278	12160	SH		DEFINED	20
			925	40498				
COHEN & STEERS QUALITY RLTY	COM	19247L106	4	300	SH		DEFINED	9
			4	300				
COHEN & STEERS TOTAL RETURN	COM	19247R103	55	4287	SH		DEFINED	20
			55	4287				
COHEN & STEERS PREM INC RLTY	COM	19247V104	12	1000	SH		DEFINED	20
			12	1000				
COHEN & STEERS REIT & PFD IN	COM	19247X100	28	2151	SH		DEFINED	9
			28	2151				
COHEN & STEERS REIT & UTIL I	COM	19247Y108	50	4018	SH		DEFINED	9
			4	300	SH		DEFINED	20
			54	4318				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
COHERENT INC	COM	192479103	1	22	SH		DEFINED	20
			1	22				
COHEN & STEERS SELECT UTIL F	COM	19248A109	0	1	SH		DEFINED	9
			107	6738	SH		DEFINED	20
			107	6739				
COHEN & STEERS WRLDWD RLT IN	COM	19248J100	4	430	SH		DEFINED	9
			4	430				
COHEN & STEERS CLOSED END OP	COM	19248P106	11	944	SH		DEFINED	9
			11	944				
COHU INC	COM	192576106	1	84	SH		DEFINED	9
			1	84				
COLGATE PALMOLIVE CO	COM	194162103	15791	209571	SH		DEFINED	9
			5697	75607	SH		DEFINED	20
			8	100	SH		DEFINED	8
			21496	285278				
COLLECTIVE BRANDS INC	COM	19421W100	9	480	SH		DEFINED	9
			2	99	SH		DEFINED	20
			11	579				
COLONIAL PPTYS TR	COM SH BEN INT	195872106	93	5000	SH		DEFINED	9
			9	500	SH		DEFINED	20
			103	5500				
COMCAST CORP NEW	CL A	20030N101	3419	174172	SH		DEFINED	9
			5171	263412	SH		DEFINED	20
			8590	437584				
COMCAST CORP NEW	CL A SPL	20030N200	45	2301	SH		DEFINED	9
			31	1570	SH		DEFINED	20
			76	3871				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
COMERICA INC	COM	200340107	92	2811	SH		DEFINED	9
			1775	54140	SH		DEFINED	20
			1867	56951				
COMMERCE BANCSHARES INC	COM	200525103	30	656	SH		DEFINED	20
			30	656				
COMMERCIAL METALS CO	COM	201723103	4	250	SH		DEFINED	9
			4	250				
COMMERCIAL VEH GROUP INC	COM	202608105	26	3700	SH		DEFINED	9
			26	3700				
COMMSCOPE INC	COM	203372107	143	4126	SH		DEFINED	9
			1	27	SH		DEFINED	20
			144	4153				
COMMUNITY BK SYS INC	COM	203607106	233	9270	SH		DEFINED	9
			24	940	SH		DEFINED	20
			257	10210				
COMMUNITY CENTRAL BANK CORP	COM	20363J107	6	1777	SH		DEFINED	20
			6	1777				
COMMUNITY HEALTH SYS INC NEW	COM	203668108	9	303	SH		DEFINED	20
			9	303				
COMMUNITY TR BANCORP INC	COM	204149108	10	300	SH		DEFINED	20
			10	300				
COMPANHIA SIDERURGICA NACION	SPONSORED ADR	20440W105	4	200	SH		DEFINED	9
			4	200				
COMPANHIA ENERGETICA DE MINA	SP ADR N-V PFD	204409601	38	1906	SH		DEFINED	20
			38	1906				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
COMPANHIA DE SANEAMENTO BASI	SPONSORED ADR	20441A102	0	16	SH		DEFINED	20
				16				
COMPANHIA PARANAENSE ENERG C	SPON ADR PFD	20441B407	0	17	SH		DEFINED	20
				17				
COMPANHIA DE BEBIDAS DAS AME	SPON ADR PFD	20441W203	5	100	SH		DEFINED	20
			5	100				
COMPANHIA VALE DO RIO DOCE	SPON ADR PFD	204412100	286	16155	SH		DEFINED	9
			219	12345	SH		DEFINED	20
			504	28500				
COMPANHIA VALE DO RIO DOCE	SPONSORED ADR	204412209	1902	99295	SH		DEFINED	9
			3311	172901	SH		DEFINED	20
			5	240	SH		DEFINED	8
			5217	272436				
COMPUTER ASSOC INTL INC	NOTE 1.625%12	204912AQ2	3457	33000	SH		DEFINED	9
			3457	33000				
COMPUTER SCIENCES CORP	COM	205363104	2413	60051	SH		DEFINED	9
			1174	29223	SH		DEFINED	20
			3588	89274				
COMPUWARE CORP	COM	205638109	5	564	SH		DEFINED	9
			5	564				
COMSCORE INC	COM	20564W105	221	12558	SH		DEFINED	9
			36	2050	SH		DEFINED	20
			258	14608				
CONAGRA FOODS INC	COM	205887102	1915	98401	SH		DEFINED	9
			717	36860	SH		DEFINED	20
			6	313	SH		DEFINED	8
			2638	135574				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
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CON-WAY INC	COM	205944101	10	227	SH	DEFINED	9
			10	227			
CONCUR TECHNOLOGIES INC	COM	206708109	418	10926	SH	DEFINED	9
			90	2359	SH	DEFINED	20
			508	13285			
CONEXANT SYSTEMS INC	COM NEW	207142308	6	1491	SH	DEFINED	20
			6	1491			
CONOCOPHILLIPS	COM	20825C104	47088	642837	SH	DEFINED	9
			27054	369336	SH	DEFINED	20
			64	880	SH	DEFINED	8
			74206	1013053			
CONSECO INC	COM NEW	208464883	82	23300	SH	DEFINED	9
			0	102	SH	DEFINED	20
			82	23402			
CONSOL ENERGY INC	COM	20854P109	1838	40056	SH	DEFINED	9
			216	4706	SH	DEFINED	20
			2054	44762			
CONSOLIDATED EDISON INC	COM	209115104	1931	44945	SH	DEFINED	9
			854	19885	SH	DEFINED	20
			2785	64830			
CONSTELLATION BRANDS INC	CL A	21036P108	32	1510	SH	DEFINED	9
			84	3927	SH	DEFINED	20
			117	5437			
CONSTELLATION ENERGY GROUP I	COM	210371100	212	8731	SH	DEFINED	9
			148	6105	SH	DEFINED	20
			361	14836			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PUT/ CALL	INVSTMT DSCRETN	O MA
CONTINENTAL AIRLS INC	CL B	210795308	21	1270	SH	DEFINED	9
			21	1270			

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CONTINENTAL RESOURCES INC	COM	212015101	28	710	SH	DEFINED	20
			-----	-----			
			28	710			
CONVERGYS CORP	COM	212485106	690	46657	SH	DEFINED	9
			33	2250	SH	DEFINED	20
			-----	-----			
			723	48907			
COOPER TIRE & RUBR CO	COM	216831107	94	10946	SH	DEFINED	9
			-----	-----			
			94	10946			
CORN PRODS INTL INC	COM	219023108	427	13214	SH	DEFINED	9
			75	2314	SH	DEFINED	20
			-----	-----			
			501	15528			
CORNING INC	COM	219350105	1362	87080	SH	DEFINED	9
			467	29837	SH	DEFINED	20
			-----	-----			
			1829	116917			
CORRECTIONS CORP AMER NEW	COM NEW	22025Y407	1198	48210	SH	DEFINED	9
			516	20770	SH	DEFINED	20
			-----	-----			
			1714	68980			
CORUS BANKSHARES INC	COM	220873103	1	200	SH	DEFINED	9
			4	1000	SH	DEFINED	20
			-----	-----			
			5	1200			
CORVEL CORP	COM	221006109	4	150	SH	DEFINED	9
			-----	-----			
			4	150			
COSTCO WHSL CORP NEW	COM	22160K105	1425	21947	SH	DEFINED	9
			1287	19814	SH	DEFINED	20
			18	271	SH	DEFINED	8
			-----	-----			
			2729	42032			

FORM 13F SEC NO 28-539
NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
COSTAR GROUP INC	COM	22160N109	193	4253	SH		DEFINED	9
			94	2061	SH		DEFINED	20
			-----	-----				
			287	6314				

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COURIER CORP	COM	222660102	5	225	SH	DEFINED	9
			-----	-----			
			5	225			
COUSINS PPTYS INC	COM	222795106	30	1200	SH	DEFINED	9
			-----	-----			
			30	1200			
COVANCE INC	COM	222816100	1486	16807	SH	DEFINED	9
			829	9374	SH	DEFINED	20
			-----	-----			
			2315	26181			
COVANTA HLDG CORP	COM	22282E102	83	3449	SH	DEFINED	9
			-----	-----			
			83	3449			
COVENTRY HEALTH CARE INC	COM	222862104	340	10431	SH	DEFINED	9
			309	9492	SH	DEFINED	20
			-----	-----			
			648	19923			
CRANE CO	COM	224399105	15	502	SH	DEFINED	9
			-----	-----			
			15	502			
CREDIT SUISSE GROUP	SPONSORED ADR	225401108	17	350	SH	DEFINED	9
			-----	-----			
			17	350			
CREE INC	COM	225447101	135	5916	SH	DEFINED	9
			43	1870	SH	DEFINED	20
			-----	-----			
			177	7786			
CROCS INC	COM	227046109	1	358	SH	DEFINED	9
			-----	-----			
			1	358			

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NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
-----	-----	-----	-----	-----	-----	-----	-----	-----
CROSS TIMBERS RTY TR	TR UNIT	22757R109	322	7000	SH		DEFINED	9
			-----	-----				
			322	7000				
CROSSTEX ENERGY L P	COM	22765U102	22	1200	SH		DEFINED	9
			-----	-----				
			22	1200				
CROSSTEX ENERGY INC	COM	22765Y104	15	600	SH		DEFINED	9
			-----	-----				

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			15	600		
CROWN CASTLE INTL CORP	COM	228227104	54	1857 SH	DEFINED	20
			-----	-----		
			54	1857		
CROWN HOLDINGS INC	COM	228368106	33	1505 SH	DEFINED	9
			0	12 SH	DEFINED	20
			-----	-----		
			34	1517		
CRUCELL N V	SPONSORED ADR	228769105	2	100 SH	DEFINED	20
			-----	-----		
			2	100		
CTRIP COM INTL LTD	ADR	22943F100	32	839 SH	DEFINED	9
			-----	-----		
			32	839		
CUBIST PHARMACEUTICALS INC	COM	229678107	7	300 SH	DEFINED	20
			-----	-----		
			7	300		
CULLEN FROST BANKERS INC	COM	229899109	87	1450 SH	DEFINED	9
			27	446 SH	DEFINED	20
			-----	-----		
			114	1896		
CUMMINS INC	COM	231021106	1182	27037 SH	DEFINED	9
			1151	26337 SH	DEFINED	20
			-----	-----		
			2334	53374		
CURIS INC	COM	231269101	0	300 SH	DEFINED	20
			-----	-----		
				300		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN CALL	PUT/ CALL	INVSTMT DSCRETN	O MA
CURRENCYSHS BRIT POUND STER	BRIT POUND STE	23129S106	5	27 SH			DEFINED	20
			-----	-----				
			5	27				
CURRENCYSHARES SWISS FRANC T	SWISS FRANC SH	23129V109	312	3500 SH			DEFINED	20
			-----	-----				
			312	3500				
CURRENCYSHS JAPANESE YEN TR	JAPANESE YEN	23130A102	235	2500 SH			DEFINED	20
			19	200 SH			DEFINED	8
			-----	-----				
			253	2700				

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CURRENCYSHARES EURO TR	EURO SHS	23130C108	63	450 SH	DEFINED 20
			-----	-----	
			63	450	
CUTERA INC	COM	232109108	0	13 SH	DEFINED 20
			-----	-----	
				13	
CYBERSOURCE CORP	COM	23251J106	431	26762 SH	DEFINED 9
			75	4664 SH	DEFINED 20
			-----	-----	
			506	31426	
CYMER INC	COM	232572107	1	32 SH	DEFINED 9
			3	100 SH	DEFINED 20
			-----	-----	
			3	132	
CYPRESS SEMICONDUCTOR CORP	COM	232806109	10	1843 SH	DEFINED 9
			-----	-----	
			10	1843	
CYTEC INDS INC	COM	232820100	2	43 SH	DEFINED 9
			13	333 SH	DEFINED 20
			-----	-----	
			15	376	
DNP SELECT INCOME FD	COM	23325P104	52	5547 SH	DEFINED 9
			347	37042 SH	DEFINED 20
			-----	-----	
			399	42589	

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN CALL	PUT/ CALL	INVSTMT DSCRETN	O MA
DPL INC	COM	233293109	1281	51664 SH			DEFINED 9	
			159	6392 SH			DEFINED 20	
			-----	-----				
			1440	58056				
D R HORTON INC	COM	23331A109	310	23783 SH			DEFINED 9	
			272	20893 SH			DEFINED 20	
			-----	-----				
			582	44676				
DTE ENERGY CO	COM	233331107	546	13611 SH			DEFINED 9	
			401	10005 SH			DEFINED 20	
			-----	-----				
			947	23616				
DWS HIGH INCOME TR	SHS	23337C109	10	2991 SH			DEFINED 9	

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			-----	-----		
			10	2991		
DXP ENTERPRISES INC NEW	COM NEW	233377407	1322	24802	SH	DEFINED 9
			209	3924	SH	DEFINED 20
			-----	-----		
			1531	28726		
DWS MULTI MKT INCOME TR	SHS	23338L108	7	975	SH	DEFINED 9
			-----	-----		
			7	975		
DWS MUN INCOME TR	COM	23338M106	10	1151	SH	DEFINED 9
			51	5955	SH	DEFINED 20
			-----	-----		
			61	7106		
DWS GLOBAL HIGH INCOME FD	COM	23338W104	14	2299	SH	DEFINED 9
			-----	-----		
			14	2299		
DWS RREEF REAL ESTATE FD II	COM	23338X102	11	1354	SH	DEFINED 9
			-----	-----		
			11	1354		
DWS GLOBAL COMMODITIES STK F	COM	23338Y100	74	5856	SH	DEFINED 20
			-----	-----		
			74	5856		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN CALL	PUT/ DSCRETN	INVSTMT	O
DAKTRONICS INC	COM	234264109	225	13526	SH		DEFINED 9	
			316	18975	SH		DEFINED 20	
			-----	-----				
			541	32501				
DANAHER CORP DEL	NOTE	1 235851AF9	4866	48000	SH		DEFINED 9	
			-----	-----				
			4866	48000				
DANAHER CORP DEL	COM	235851102	5104	73541	SH		DEFINED 9	
			1600	23058	SH		DEFINED 20	
			-----	-----				
			6704	96599				
DARDEN RESTAURANTS INC	COM	237194105	3712	129653	SH		DEFINED 9	
			2464	86074	SH		DEFINED 20	
			-----	-----				
			6176	215727				
DARLING INTL INC	COM	237266101	8	740	SH		DEFINED 20	

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			8	740		
DASSAULT SYS S A	SPONSORED ADR	237545108	83	1552 SH	DEFINED 9	
			89	1667 SH	DEFINED 20	
			173	3219		
DAVITA INC	COM	23918K108	368	6458 SH	DEFINED 9	
			541	9492 SH	DEFINED 20	
			909	15950		
DEALERTRACK HLDGS INC	COM	242309102	26	1542 SH	DEFINED 9	
			28	1660 SH	DEFINED 20	
			54	3202		
DEAN FOODS CO NEW	COM	242370104	39	1685 SH	DEFINED 9	
			22	939 SH	DEFINED 20	
			61	2624		

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NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
DECKERS OUTDOOR CORP	COM	243537107	557	5352 SH			DEFINED 9	
			94	904 SH			DEFINED 20	
			651	6256				
DEERE & CO	COM	244199105	4591	92742 SH			DEFINED 9	
			5684	114828 SH			DEFINED 20	
			10275	207570				
DEL MONTE FOODS CO	COM	24522P103	89	11418 SH			DEFINED 9	
			31	4005 SH			DEFINED 20	
			120	15423				
DELL INC	COM	24702R101	753	45693 SH			DEFINED 9	
			141	8579 SH			DEFINED 20	
			894	54272				
DELTA AIR LINES INC DEL	COM NEW	247361702	66	8903 SH			DEFINED 9	
			21	2844 SH			DEFINED 20	
			88	11747				
DENBURY RES INC	COM NEW	247916208	89	4700 SH			DEFINED 20	

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/PRN AMT	SH/PUT/INVSTMT	DEFINITION
			89	4700		
DELUXE CORP	COM	248019101	481	33441 SH		DEFINED 20
			481	33441		
DENALI FD INC	COM	24823A102	14	980 SH		DEFINED 20
			14	980		
DENTSPLY INTL INC NEW	COM	249030107	2317	61715 SH		DEFINED 9
			348	9257 SH		DEFINED 20
			2664	70972		
DEUTSCHE TELEKOM AG	SPONSORED ADR	251566105	567	37235 SH		DEFINED 9
			454	29842 SH		DEFINED 20
			1022	67077		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/PRN AMT	SH/PUT/INVSTMT	DEFINITION
DEVELOPERS DIVERSIFIED RLTY	COM	251591103	452	14268 SH		DEFINED 9
			48	1500 SH		DEFINED 20
			500	15768		
DEVON ENERGY CORP NEW	COM	25179M103	4481	49132 SH		DEFINED 9
			798	8746 SH		DEFINED 20
			5278	57878		
DEVRY INC DEL	COM	251893103	13	258 SH		DEFINED 9
			0	4 SH		DEFINED 20
			13	262		
DIAGEO P L C	SPON ADR NEW	25243Q205	4044	58732 SH		DEFINED 9
			2003	29095 SH		DEFINED 20
			3	50 SH		DEFINED 8
			6051	87877		
DIAMOND OFFSHORE DRILLING IN	COM	25271C102	5523	53588 SH		DEFINED 9
			6562	63669 SH		DEFINED 20
			12085	117257		
DIAMONDROCK HOSPITALITY CO	COM	252784301	1	88 SH		DEFINED 9

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			1	88		
DIAMONDS TR	UNIT SER 1	252787106	1377	12710	SH	DEFINED 9
			1744	16096	SH	DEFINED 20
			-----	-----		
			3121	28806		
DICKS SPORTING GOODS INC	COM	253393102	6	308	SH	DEFINED 20
			-----	-----		
			6	308		
DIEBOLD INC	COM	253651103	209	6324	SH	DEFINED 9
			2753	83145	SH	DEFINED 20
			-----	-----		
			2962	89469		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PUT/ CALL	INVSTMT DSCRETN	O MA
-----	-----	-----	-----	-----	-----	-----	-----
DIGI INTL INC	COM	253798102	36	3564	SH	DEFINED 9	
			39	3844	SH	DEFINED 20	
			-----	-----			
			76	7408			
DIGITAL RLTY TR INC	COM	253868103	861	18218	SH	DEFINED 9	
			128	2702	SH	DEFINED 20	
			-----	-----			
			988	20920			
DIGITAL RIV INC	COM	25388B104	8	238	SH	DEFINED 9	
			-----	-----			
			8	238			
DIME BANCORP INC NEW	*W EXP 99/99/9	25429Q110	0	500	SH	DEFINED 9	
			-----	-----			
				500			
DIODES INC	COM	254543101	2	122	SH	DEFINED 9	
			5	280	SH	DEFINED 20	
			-----	-----			
			7	402			
DIRECTV GROUP INC	COM	25459L106	192	7319	SH	DEFINED 9	
			66	2536	SH	DEFINED 20	
			-----	-----			
			258	9855			
DISNEY WALT CO	COM DISNEY	254687106	11138	362909	SH	DEFINED 9	
			9798	319251	SH	DEFINED 20	
			15	495	SH	DEFINED 8	
			-----	-----			
			20951	682655			

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DISH NETWORK CORP	CL A	25470M109	27	1270	SH	DEFINED	9
			-----	-----			
			27	1270			
DISCOVER FINL SVCS	COM	254709108	1638	118554	SH	DEFINED	9
			1346	97394	SH	DEFINED	20
			-----	-----			
			2984	215948			
DIVIDEND CAP RLTY INCM ALLC	COM	25537T105	0	20	SH	DEFINED	9
			-----	-----			
				20			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
DR REDDYS LABS LTD	ADR	256135203	12	1100	SH		DEFINED	20
			-----	-----				
			12	1100				
DOLAN MEDIA CO	COM	25659P402	79	7875	SH		DEFINED	9
			32	3198	SH		DEFINED	20
			-----	-----				
			112	11073				
DOLBY LABORATORIES INC	COM	25659T107	1	17	SH		DEFINED	20
			-----	-----				
			1	17				
DOLLAR TREE INC	COM	256746108	1843	50680	SH		DEFINED	9
			244	6722	SH		DEFINED	20
			-----	-----				
			2087	57402				
DOMINION RES BLACK WARRIOR T	UNITS BEN INT	25746Q108	19	900	SH		DEFINED	20
			-----	-----				
			19	900				
DOMINION RES INC VA NEW	COM	25746U109	2120	49562	SH		DEFINED	9
			8828	206369	SH		DEFINED	20
			24	568	SH		DEFINED	8
			-----	-----				
			10973	256499				
DONALDSON INC	COM	257651109	443	10581	SH		DEFINED	9
			-----	-----				
			443	10581				
DONNELLEY R R & SONS CO	COM	257867101	644	26261	SH		DEFINED	9
			262	10682	SH		DEFINED	20
			-----	-----				

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			906	36943		
DORAL FINL CORP	COM NEW	25811P886	4	324 SH	DEFINED	20
			-----	-----		
			4	324		
DOUGLAS EMMETT INC	COM	25960P109	446	19344 SH	DEFINED	9
			2	82 SH	DEFINED	20
			-----	-----		
			448	19426		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PUT/ CALL	INVSTMT DSCRETN	O MA
DOVER CORP	COM	260003108	1361	33562 SH		DEFINED	9
			911	22459 SH		DEFINED	20
			2	46 SH		DEFINED	8
			-----	-----			
			2274	56067			
DOW CHEM CO	COM	260543103	8642	271939 SH		DEFINED	9
			4832	152050 SH		DEFINED	20
			23	730 SH		DEFINED	8
			-----	-----			
			13498	424719			
DR PEPPER SNAPPLE GROUP INC	COM	26138E109	142	5367 SH		DEFINED	9
			71	2685 SH		DEFINED	20
			-----	-----			
			213	8052			
DREAMWORKS ANIMATION SKG INC	CL A	26153C103	16	500 SH		DEFINED	9
			0	11 SH		DEFINED	20
			-----	-----			
			16	511			
DREYFUS STRATEGIC MUNS INC	COM	261932107	30	4436 SH		DEFINED	20
			-----	-----			
			30	4436			
DREYFUS STRATEGIC MUN BD FD	COM	26202F107	44	6850 SH		DEFINED	9
			-----	-----			
			44	6850			
DU PONT E I DE NEMOURS & CO	COM	263534109	16973	421161 SH		DEFINED	9
			8163	202553 SH		DEFINED	20
			5	125 SH		DEFINED	8
			-----	-----			
			25141	623839			
DUFF & PHELPS UTIL CORP BD T	COM	26432K108	4	440 SH		DEFINED	9
			-----	-----			

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				4	440		
DUKE ENERGY CORP NEW	COM	26441C105	16356	938391	SH	DEFINED	9
			9126	523600	SH	DEFINED	20
			6	350	SH	DEFINED	8
			-----	-----			
			25489	1462341			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
DUKE REALTY CORP	COM NEW	264411505	4062	165276	SH		DEFINED	9
			4569	185870	SH		DEFINED	20
			-----	-----				
			8631	351146				
DUN & BRADSTREET CORP DEL NE	COM	26483E100	74	779	SH		DEFINED	9
			120	1272	SH		DEFINED	20
			-----	-----				
			194	2051				
DYNAMEX INC	COM	26784F103	22	780	SH		DEFINED	9
			24	842	SH		DEFINED	20
			-----	-----				
			46	1622				
DYNEGY INC DEL	CL A	26817G102	7	1891	SH		DEFINED	9
			7	2054	SH		DEFINED	20
			-----	-----				
			14	3945				
E M C CORP MASS	NOTE 1.750%12	268648AK8	8327	84000	SH		DEFINED	9
			-----	-----				
			8327	84000				
E M C CORP MASS	COM	268648102	14657	1225542	SH		DEFINED	9
			6878	575094	SH		DEFINED	20
			13	1070	SH		DEFINED	8
			-----	-----				
			21548	1801706				
ENSCO INTL INC	COM	26874Q100	222	3845	SH		DEFINED	9
			64	1104	SH		DEFINED	20
			-----	-----				
			285	4949				
ENI S P A	SPONSORED ADR	26874R108	158	2982	SH		DEFINED	9
			170	3203	SH		DEFINED	20
			-----	-----				
			327	6185				
EOG RES INC	COM	26875P101	1668	18645	SH		DEFINED	9

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4146	46345	SH	DEFINED	20
9	100	SH	DEFINED	8

5823	65090			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN CALL	PUT/ DSCRETN	INVSTMT	O MA

EPIQ SYS INC	COM	26882D109	38	2804	SH		DEFINED	9
			16	1196	SH		DEFINED	20

			54	4000				
E TRADE FINANCIAL CORP	COM	269246104	4	1377	SH		DEFINED	9

			4	1377				
EARTHLINK INC	COM	270321102	20	2375	SH		DEFINED	9

			20	2375				
EAST WEST BANCORP INC	COM	27579R104	12	850	SH		DEFINED	9

			12	850				
EASTMAN CHEM CO	COM	277432100	471	8554	SH		DEFINED	9
			336	6106	SH		DEFINED	20

			807	14660				
EASTMAN KODAK CO	COM	277461109	55	3600	SH		DEFINED	9
			15	959	SH		DEFINED	20

			70	4559				
EATON CORP	COM	278058102	231	4115	SH		DEFINED	9
			1913	34052	SH		DEFINED	20

			2144	38167				
EATON VANCE CA MUNI INCOME T	SH BEN INT	27826F101	0	19	SH		DEFINED	9

				19				
EATON VANCE OH MUNI INCOME T	SH BEN INT	27826G109	36	3400	SH		DEFINED	9

			36	3400				
EATON VANCE MUNI INCOME TRUS	SH BEN INT	27826U108	18	1546	SH		DEFINED	9

			18	1546				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN CALL	PUT/ DSCRETN	INVTMT	O
EATON VANCE NY MUNI INCOME T	SH BEN INT	27826W104	0	18	SH		DEFINED	9
				18				
EATON VANCE CORP	COM NON VTG	278265103	538	15267	SH		DEFINED	9
			657	18645	SH		DEFINED	20
			1195	33912				
EATON VANCE INS MUN BD FD	COM	27827X101	273	24464	SH		DEFINED	9
			33	2940	SH		DEFINED	20
			305	27404				
EATON VANCE ENHANCED EQ INC	COM	278274105	103	7750	SH		DEFINED	9
			103	7750				
EATON VANCE ENH EQTY INC FD	COM	278277108	178	12750	SH		DEFINED	9
			178	12750				
EATON VANCE INS CA MUN BD FD	COM	27828A100	1	79	SH		DEFINED	9
			1	79				
EATON VANCE TAX ADVT DIV INC	COM	27828G107	48	3054	SH		DEFINED	9
			49	3110	SH		DEFINED	20
			97	6164				
EATON VANCE LTD DUR INCOME F	COM	27828H105	6	500	SH		DEFINED	9
			30	2697	SH		DEFINED	20
			35	3197				
EATON VANCE TX MGD DIV EQ IN	COM	27828N102	37	3020	SH		DEFINED	9
			31	2500	SH		DEFINED	20
			68	5520				
EATON VANCE SR FLTNG RTE TR	COM	27828Q105	58	5325	SH		DEFINED	9
			56	5143	SH		DEFINED	20
			114	10468				

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FORM 13F SEC NO 28-539
 NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
EATON VANCE INS NJ MUN BD FD	COM	27828R103	34	2900	SH		DEFINED	20
			34	2900				
EATON VANCE TX ADV GBL DIV	COM	27828S101	105	7300	SH		DEFINED	9
			44	3050	SH		DEFINED	20
			149	10350				
EATON VANCE TX ADV GLB DIV O	COM	27828U106	98	5059	SH		DEFINED	9
			98	5059				
EATON VANCE TAX MNGED BUY WR	COM	27828X100	7	500	SH		DEFINED	20
			7	500				
EATON VANCE TXMGD GL BUYWR O	COM	27829C105	39	3320	SH		DEFINED	9
			39	3320				
EATON VANCE TAX MNG GBL DV E	COM	27829F108	78	6920	SH		DEFINED	9
			28	2500	SH		DEFINED	20
			106	9420				
EBAY INC	COM	278642103	530	23685	SH		DEFINED	9
			464	20738	SH		DEFINED	20
			994	44423				
ECHELON CORP	COM	27874N105	20	2008	SH		DEFINED	9
			18	1806	SH		DEFINED	20
			38	3814				
ECHOSTAR CORP	CL A	278768106	5	216	SH		DEFINED	9
			5	216				
ECLIPSYS CORP	COM	278856109	1	36	SH		DEFINED	20
			1	36				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
ECOLAB INC	COM	278865100	14533	299522	SH		DEFINED 9	
			10121	208600	SH		DEFINED 20	
			24654	508122				
EDISON INTL	COM	281020107	823	20627	SH		DEFINED 9	
			620	15528	SH		DEFINED 20	
			1443	36155				
EDWARDS LIFESCIENCES CORP	COM	28176E108	26	458	SH		DEFINED 9	
			26	458				
EL PASO CORP	COM	28336L109	164	12891	SH		DEFINED 9	
			25	1975	SH		DEFINED 20	
			190	14866				
EL PASO ELEC CO	COM NEW	283677854	43	2025	SH		DEFINED 20	
			43	2025				
ELAN PLC	ADR	284131208	3	239	SH		DEFINED 9	
			6	600	SH		DEFINED 20	
			9	839				
ELECTRONIC ARTS INC	COM	285512109	417	11281	SH		DEFINED 9	
			1905	51500	SH		DEFINED 20	
			2322	62781				
ELECTRONICS FOR IMAGING INC	COM	286082102	36	2575	SH		DEFINED 9	
			36	2575				
EMBARQ CORP	COM	29078E105	26	653	SH		DEFINED 9	
			10	254	SH		DEFINED 20	
			37	907				
EMBRAER-EMPRESA BRASILEIRA D	SP ADR COM SHS	29081M102	6	204	SH		DEFINED 9	
			6	204				

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NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
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EMCOR GROUP INC	COM	29084Q100	486 685	18466 26032	SH SH	DEFINED 9 DEFINED 20
			1171	44498		
EMERGING MKTS TELECOMNC FD N	COM	290890102	2	117	SH	DEFINED 20
			2	117		
EMERGENCY MEDICAL SVCS CORP	CL A	29100P102	240 109	8020 3645	SH SH	DEFINED 9 DEFINED 20
			349	11665		
EMERSON ELEC CO	COM	291011104	55431 28922 63	1358924 709050 1550	SH SH SH	DEFINED 9 DEFINED 20 DEFINED 8
			84416	2069524		
EMMIS COMMUNICATIONS CORP	CL A	291525103	0	100	SH	DEFINED 20
				100		
EMPIRE DIST ELEC CO	COM	291641108	14	674	SH	DEFINED 20
			14	674		
EMULEX CORP	COM NEW	292475209	28	2650	SH	DEFINED 9
			28	2650		
ENBRIDGE INC	COM	29250N105	1187	31150	SH	DEFINED 9
			1187	31150		
ENBRIDGE ENERGY PARTNERS L P	COM	29250R106	40 40 16	1000 1000 400	SH SH SH	DEFINED 9 DEFINED 20 DEFINED 8
			95	2400		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
ENCANA CORP	COM	292505104	984 1174 31	14975 17867 472	SH SH SH		DEFINED 9 DEFINED 20 DEFINED 8	
			2190	33314				

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ENDO PHARMACEUTICALS HLDGS I	COM	29264F205	54	2713	SH	DEFINED	20
			-----	-----			
			54	2713			
ENERGEN CORP	COM	29265N108	72	1588	SH	DEFINED	9
			54	1200	SH	DEFINED	20
			-----	-----			
			126	2788			
ENERGY CONVERSION DEVICES IN	COM	292659109	320	5487	SH	DEFINED	9
			49	837	SH	DEFINED	20
			-----	-----			
			368	6324			
ENERGIZER HLDGS INC	COM	29266R108	204	2533	SH	DEFINED	9
			352	4375	SH	DEFINED	20
			-----	-----			
			556	6908			
ENERGY TRANSFER PRTNRS L P	UNIT LTD PARTN	29273R109	221	6000	SH	DEFINED	9
			-----	-----			
			221	6000			
ENERPLUS RES FD	UNIT TR G NEW	29274D604	372	10005	SH	DEFINED	9
			285	7668	SH	DEFINED	20
			-----	-----			
			657	17673			
ENERSIS S A	SPONSORED ADR	29274F104	36	2206	SH	DEFINED	9
			608	37261	SH	DEFINED	20
			4	268	SH	DEFINED	8
			-----	-----			
			648	39735			
ENERSYS	COM	29275Y102	345	17524	SH	DEFINED	9
			45	2290	SH	DEFINED	20
			-----	-----			
			391	19814			

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NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PUT/ CALL	INVSTMT DSCRETN	O MA
-----	-----	-----	-----	-----	-----	-----	-----
ENERGYSOLUTIONS INC	DEPOSITARY SH	292756202	2	200	SH	DEFINED	20
			-----	-----			
			2	200			
ENNIS INC	COM	293389102	9	578	SH	DEFINED	20
			-----	-----			
			9	578			
ENPRO INDS INC	COM	29355X107	261	7016	SH	DEFINED	9

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			27	719	SH	DEFINED	20
			-----	-----			
			287	7735			
ENTEGRIS INC	COM	29362U104	19	3834	SH	DEFINED	9
			20	4116	SH	DEFINED	20
			-----	-----			
			38	7950			
ENTERCOM COMMUNICATIONS CORP	CL A	293639100	12	2351	SH	DEFINED	9
			-----	-----			
			12	2351			
ENERGY CORP NEW	COM	29364G103	435	4891	SH	DEFINED	9
			2452	27547	SH	DEFINED	20
			-----	-----			
			2887	32438			
ENERGY CORP NEW	EQUITY UNIT	29364G202	18	345	SH	DEFINED	9
			-----	-----			
			18	345			
ENTERPRISE GP HLDGS L P	UNIT LP INT	293716106	2	100	SH	DEFINED	9
			35	1500	SH	DEFINED	20
			-----	-----			
			38	1600			
ENTERPRISE PRODS PARTNERS L	COM	293792107	277	10740	SH	DEFINED	9
			34	1300	SH	DEFINED	20
			19	750	SH	DEFINED	8
			-----	-----			
			330	12790			
ENTERTAINMENT PPTYS TR	COM SH BEN INT	29380T105	276	5051	SH	DEFINED	9
			100	1824	SH	DEFINED	20
			-----	-----			
			376	6875			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
ENTRUST INC	COM	293848107	2	1000	SH		DEFINED	9
			-----	-----				
			2	1000				
EQUIFAX INC	COM	294429105	179	5192	SH		DEFINED	9
			859	24925	SH		DEFINED	20
			-----	-----				
			1038	30117				
EQUINIX INC	COM NEW	29444U502	512	7374	SH		DEFINED	9
			123	1769	SH		DEFINED	20

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			635	9143		
EQUITABLE RES INC	COM	294549100	572	15592	SH	DEFINED 9
			81	2200	SH	DEFINED 20
			653	17792		
EQUITY RESIDENTIAL	SH BEN INT	29476L107	495	11143	SH	DEFINED 9
			727	16378	SH	DEFINED 20
			1222	27521		
ERICSSON L M TEL CO	ADR B SEK 10	294821608	47	4934	SH	DEFINED 9
			42	4502	SH	DEFINED 20
			89	9436		
ESCALADE INC	COM	296056104	13	4450	SH	DEFINED 20
			13	4450		
ETABLISSEMENTS DELHAIZE FRER	SPONSORED ADR	29759W101	54	920	SH	DEFINED 9
			0	5	SH	DEFINED 20
			54	925		
ETRIALS WORLDWIDE INC	COM	29786P103	27	21760	SH	DEFINED 20
			27	21760		
EURONET WORLDWIDE INC	COM	298736109	3	186	SH	DEFINED 9
			3	186		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN CALL	PUT/ DSCRETN	INVSTMT	O MA
EVERGREEN INCOME ADVANTAGE F	COM SHS	30023Y105	13	1780	SH		DEFINED 9	
			13	1780				
EVERGREEN SOLAR INC	COM	30033R108	2	330	SH		DEFINED 9	
			3	500	SH		DEFINED 20	
			5	830				
EXELON CORP	COM	30161N101	764	12196	SH		DEFINED 9	
			2319	37026	SH		DEFINED 20	
			5	75	SH		DEFINED 8	
			3087	49297				

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EXPEDIA INC DEL	COM	30212P105	37	2420	SH	DEFINED 9
			-----	-----		
			37	2420		
EXPEDITORS INTL WASH INC	COM	302130109	175	5023	SH	DEFINED 9
			279	8009	SH	DEFINED 20
			-----	-----		
			454	13032		
EXPRESSJET HOLDINGS INC	NOTE 11.250% 8	30218UAB4	162	3000	SH	DEFINED 9
			-----	-----		
			162	3000		
EXPRESS SCRIPTS INC	COM	302182100	2584	35002	SH	DEFINED 9
			1178	15957	SH	DEFINED 20
			-----	-----		
			3762	50959		
EXXON MOBIL CORP	COM	30231G102	222377	2863466	SH	DEFINED 9
			131441	1692518	SH	DEFINED 20
			519	6687	SH	DEFINED 8
			-----	-----		
			354337	4562671		
FLIR SYS INC	COM	302445101	505	13139	SH	DEFINED 9
			67	1756	SH	DEFINED 20
			-----	-----		
			572	14895		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN CALL	PUT/ DSCRETN	INVSTMT	O
-----	-----	-----	-----	-----	-----	-----	-----	-----
FMC TECHNOLOGIES INC	COM	30249U101	74	1579	SH	DEFINED 9		
			38	808	SH	DEFINED 20		
			-----	-----				
			111	2387				
F M C CORP	COM NEW	302491303	902	17549	SH	DEFINED 9		
			416	8103	SH	DEFINED 20		
			-----	-----				
			1318	25652				
FNB CORP PA	COM	302520101	499	31202	SH	DEFINED 20		
			-----	-----				
			499	31202				
FPIC INS GROUP INC	COM	302563101	11	210	SH	DEFINED 20		
			-----	-----				
			11	210				
FPL GROUP INC	COM	302571104	20157	400740	SH	DEFINED 9		

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			21790	433201	SH	DEFINED	20
			143	2840	SH	DEFINED	8
			-----	-----			
			42090	836781			
FTI CONSULTING INC	COM	302941109	481	6654	SH	DEFINED	9
			143	1973	SH	DEFINED	20
			-----	-----			
			623	8627			
FACTSET RESH SYS INC	COM	303075105	2013	38521	SH	DEFINED	20
			-----	-----			
			2013	38521			
FAIR ISAAC CORP	COM	303250104	7	305	SH	DEFINED	9
			-----	-----			
			7	305			
FAIRCHILD SEMICONDUCTOR INTL	COM	303726103	26	2900	SH	DEFINED	9
			-----	-----			
			26	2900			
FAIRFAX FINL HLDGS LTD	SUB VTG	303901102	3	10	SH	DEFINED	9
			8	25	SH	DEFINED	20
			-----	-----			
			11	35			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN CALL	PUT/ DSCRETN	INVSTMT	O MA
FAIRPOINT COMMUNICATIONS INC	COM	305560104	11	1245	SH	DEFINED	9	
			9	1022	SH	DEFINED	20	
			0	11	SH	DEFINED	8	
			-----	-----				
			20	2278				
FAMILY DLR STORES INC	COM	307000109	643	27121	SH	DEFINED	9	
			-----	-----				
			643	27121				
FARO TECHNOLOGIES INC	COM	311642102	16	804	SH	DEFINED	9	
			18	862	SH	DEFINED	20	
			-----	-----				
			34	1666				
FASTENAL CO	COM	311900104	852	17253	SH	DEFINED	9	
			745	15082	SH	DEFINED	20	
			-----	-----				
			1597	32335				
FEDERAL HOME LN MTG CORP	COM	313400301	2	1300	SH	DEFINED	9	
			0	50	SH	DEFINED	20	

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			2	1350			
FEDERAL NATL MTG ASSN	COM	313586109	5	3023	SH	DEFINED	9
			1	910	SH	DEFINED	20
			6	3933			
FEDERAL REALTY INVT TR	SH BEN INT NEW	313747206	97	1130	SH	DEFINED	9
			154	1800	SH	DEFINED	20
			251	2930			
FEDERAL SIGNAL CORP	COM	313855108	3	200	SH	DEFINED	20
			3	200			
FEDERATED INVS INC PA	CL B	314211103	64	2210	SH	DEFINED	9
			2	68	SH	DEFINED	8
			66	2278			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
FEDERATED PREM MUN INC FD	COM	31423P108	0	28	SH		DEFINED	9
			73	7000	SH		DEFINED	20
			73	7028				
FEDEX CORP	COM	31428X106	2754	34848	SH		DEFINED	9
			1727	21847	SH		DEFINED	20
			4481	56695				
FERRELLGAS PARTNERS L.P.	UNIT LTD PART	315293100	24	1295	SH		DEFINED	9
			185	10100	SH		DEFINED	20
			209	11395				
FERRO CORP	COM	315405100	255	12682	SH		DEFINED	9
			24	1218	SH		DEFINED	20
			279	13900				
F5 NETWORKS INC	COM	315616102	43	1858	SH		DEFINED	9
			24	1046	SH		DEFINED	20
			68	2904				
FIDELITY NATL INFORMATION SV	COM	31620M106	92	4990	SH		DEFINED	9
			281	15225	SH		DEFINED	20

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			373	20215				
FIDELITY NATIONAL FINANCIAL	CL A	31620R105	6	422	SH	DEFINED	9	
			4	268	SH	DEFINED	20	
			-----		10	690		
FIDUCIARY CLAYMORE MLP OPP F	COM	31647Q106	12	640	SH	DEFINED	20	
			-----		12	640		
FIFTH THIRD BANCORP	COM	316773100	166305	13975245	SH	DEFINED	9	
			32840	2759637	SH	DEFINED	20	
			28	2388	SH	DEFINED	8	
			-----		199174	16737270		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
FIFTH THIRD BANCORP	CNV PFD DEP1/2	316773209	100	930	SH	DEFINED	9	
			161	1500	SH	DEFINED	20	
			-----		261	2430		
FIRST AMERN CORP CALIF	COM	318522307	25	835	SH	DEFINED	9	
			-----		25	835		
FIRST BANCORP N C	COM	318910106	27	1604	SH	DEFINED	9	
			-----		27	1604		
FIRST FINL BANCORP OH	COM	320209109	56	3845	SH	DEFINED	9	
			-----		56	3845		
FIRST FINL HLDGS INC	COM	320239106	5	200	SH	DEFINED	9	
			-----		5	200		
FIRST HORIZON NATL CORP	COM	320517105	36	3794	SH	DEFINED	9	
			28	3008	SH	DEFINED	20	
			-----		64	6802		
FIRST INDUSTRIAL REALTY TRUS	COM	32054K103	72	2500	SH	DEFINED	9	
			193	6715	SH	DEFINED	20	
			-----		264	9215		

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FIRST MARBLEHEAD CORP	COM	320771108	26	10550	SH	DEFINED	9
			-----	-----			
			26	10550			
FIRST MIDWEST BANCORP DEL	COM	320867104	27	1125	SH	DEFINED	9
			94	3868	SH	DEFINED	20
			-----	-----			
			121	4993			
FIRST PACTRUST BANCORP INC	COM	33589V101	110	8580	SH	DEFINED	9
			-----	-----			
			110	8580			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
-----	-----	-----	-----	-----	-----	-----	-----	-----
FIRST POTOMAC RLTY TR	COM	33610F109	5	276	SH		DEFINED	20
			-----	-----				
			5	276				
FIRST SOLAR INC	COM	336433107	387	2046	SH		DEFINED	9
			35	183	SH		DEFINED	20
			-----	-----				
			421	2229				
FIRST TR ENHANCED EQTY INC F	COM	337318109	2	218	SH		DEFINED	9
			-----	-----				
			2	218				
FIRST TR ISE GLB WIND ENRG E	COM SHS	33736G106	4	200	SH		DEFINED	20
			-----	-----				
			4	200				
FISERV INC	COM	337738108	8766	185245	SH		DEFINED	9
			2913	61550	SH		DEFINED	20
			3	56	SH		DEFINED	8
			-----	-----				
			11681	246851				
FIRSTMERIT CORP	COM	337915102	26	1248	SH		DEFINED	9
			0	5	SH		DEFINED	20
			-----	-----				
			26	1253				
FIRSTENERGY CORP	COM	337932107	2211	33002	SH		DEFINED	9
			1836	27411	SH		DEFINED	20
			-----	-----				
			4047	60413				
FISHER SCIENTIFIC INTL INC	NOTE 3.250% 3	338032AX3	6581	45000	SH		DEFINED	9
			-----	-----				
			6581	45000				

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FLAHERTY & CRMN/CLYMR PFD SE	COM SHS	338478100	2	323	SH	DEFINED	20
			-----	-----			
			2	323			
FLAHERTY & CRUMRINE PFD INC	COM	33848E106	729	176859	SH	DEFINED	9
			3550	861593	SH	DEFINED	20
			-----	-----			
			4278	1038452			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PUT/ CALL	INVTMT DSCRETN	O MA
-----	-----	-----	-----	-----	-----	-----	-----
FLORIDA PUB UTILS CO	COM	341135101	13	1000	SH	DEFINED	9
			-----	-----			
			13	1000			
FLUOR CORP NEW	COM	343412102	2899	52044	SH	DEFINED	9
			639	11470	SH	DEFINED	20
			-----	-----			
			3538	63514			
FLOW INTL CORP	COM	343468104	25	5000	SH	DEFINED	9
			-----	-----			
			25	5000			
FLOWERS FOODS INC	COM	343498101	148	5056	SH	DEFINED	9
			62	2122	SH	DEFINED	20
			-----	-----			
			211	7178			
FLOWSERVE CORP	COM	34354P105	2565	28891	SH	DEFINED	9
			711	8004	SH	DEFINED	20
			-----	-----			
			3275	36895			
FOCUS MEDIA HLDG LTD	SPONSORED ADR	34415V109	44	1540	SH	DEFINED	9
			4	139	SH	DEFINED	20
			-----	-----			
			48	1679			
FOMENTO ECONOMICO MEXICANO S	SPON ADR UNITS	344419106	553	14505	SH	DEFINED	9
			426	11159	SH	DEFINED	20
			-----	-----			
			979	25664			
FOOT LOCKER INC	COM	344849104	16	1000	SH	DEFINED	9
			-----	-----			
			16	1000			
FORCE PROTECTION INC	COM NEW	345203202	4	1600	SH	DEFINED	20
			-----	-----			

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			4	1600		
FORD MTR CO DEL	COM PAR \$0.01	345370860	80	15343 SH	DEFINED	9
			547	105141 SH	DEFINED	20
			-----	-----		
			627	120484		

FORM 13F SEC NO 28-539
NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN CALL	PUT/ DSCRETN	INVSTMT	O
-----	-----	-----	-----	-----	-----	-----	-----	-----
FOREST CITY ENTERPRISES INC	CL A	345550107	58	1887	SH		DEFINED	9
			-----	-----				
			58	1887				
FOREST LABS INC	COM	345838106	3866	136695	SH		DEFINED	9
			2251	79613	SH		DEFINED	20
			-----	-----				
			6117	216308				
FORESTAR REAL ESTATE GROUP I	COM	346233109	1	44	SH		DEFINED	9
			-----	-----				
			1	44				
FORRESTER RESH INC	COM	346563109	359	12250	SH		DEFINED	9
			93	3174	SH		DEFINED	20
			-----	-----				
			452	15424				
FORTUNE BRANDS INC	COM	349631101	1762	30715	SH		DEFINED	9
			7075	123347	SH		DEFINED	20
			-----	-----				
			8837	154062				
FORWARD AIR CORP	COM	349853101	325	11942	SH		DEFINED	9
			450	16512	SH		DEFINED	20
			-----	-----				
			775	28454				
FOUNDATION COAL HLDGS INC	COM	35039W100	22	625	SH		DEFINED	9
			34	950	SH		DEFINED	20
			-----	-----				
			56	1575				
FRANCE TELECOM	SPONSORED ADR	35177Q105	741	26472	SH		DEFINED	9
			601	21456	SH		DEFINED	20
			-----	-----				
			1342	47928				
FRANKLIN ELEC INC	COM	353514102	267	6000	SH		DEFINED	20
			-----	-----				
			267	6000				

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FRANKLIN RES INC	COM	354613101	501	5688	SH	DEFINED 9
			533	6049	SH	DEFINED 20
			-----	-----		
			1034	11737		

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NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN CALL	PUT/ DSCRETN	INVSTMT	O
-----	-----	-----	-----	-----	-----	-----	-----	-----
FRANKLIN STREET PPTYS CORP	COM	35471R106	43	3300	SH	DEFINED 9		
			-----	-----				
			43	3300				
FRANKLIN TEMPLETON LTD DUR I	COM	35472T101	22	2666	SH	DEFINED 9		
			-----	-----				
			22	2666				
FREEMPORT-MCMORAN COPPER & GO	COM	35671D857	5745	101052	SH	DEFINED 9		
			6597	116046	SH	DEFINED 20		
			1	21	SH	DEFINED 8		
			-----	-----				
			12343	217119				
FRESENIUS KABI PHARMACEUTHLD	RIGHT 99/99/99	35802M115	0	210	SH	DEFINED 20		
			-----	-----				
				210				
FRESENIUS MED CARE AG&CO KGA	SPONSORED ADR	358029106	165	3176	SH	DEFINED 9		
			106	2041	SH	DEFINED 20		
			-----	-----				
			271	5217				
FRISCHS RESTAURANTS INC	COM	358748101	231	10187	SH	DEFINED 9		
			-----	-----				
			231	10187				
FRONTIER COMMUNICATIONS CORP	COM	35906A108	318	27678	SH	DEFINED 9		
			106	9251	SH	DEFINED 20		
			-----	-----				
			425	36929				
FRONTIER FINL CORP WASH	COM	35907K105	1	78	SH	DEFINED 9		
			-----	-----				
			1	78				
FRONTIER OIL CORP	COM	35914P105	46	2500	SH	DEFINED 20		
			-----	-----				
			46	2500				
FROZEN FOOD EXPRESS INDS INC	COM	359360104	5	880	SH	DEFINED 9		
			-----	-----				
			5	880				

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FORM 13F
 NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08 SEC NO 28-539

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN CALL	PUT/ DSCRETN	INVSTMT	O MA
FUJIFILM HLDGS CORP	ADR 2 ORD	35958N107	193	7417	SH		DEFINED	9
			160	6178	SH		DEFINED	20
			353	13595				
FULLER H B CO	COM	359694106	12	584	SH		DEFINED	9
			6	300	SH		DEFINED	20
			18	884				
FULTON FINL CORP PA	COM	360271100	23	2095	SH		DEFINED	9
			23	2095				
G & K SVCS INC	CL A	361268105	28	846	SH		DEFINED	9
			38	1159	SH		DEFINED	20
			66	2005				
GAMCO INVESTORS INC	COM	361438104	2	35	SH		DEFINED	20
			2	35				
GATX CORP	COM	361448103	542	13702	SH		DEFINED	9
			349	8830	SH		DEFINED	20
			892	22532				
GEO GROUP INC	COM	36159R103	146	7228	SH		DEFINED	9
			60	2968	SH		DEFINED	20
			206	10196				
GT SOLAR INTL INC	COM	3623E0209	91	8372	SH		DEFINED	9
			36	3321	SH		DEFINED	20
			127	11693				
GABELLI EQUITY TR INC	COM	362397101	96	13894	SH		DEFINED	20
			96	13894				
GABELLI UTIL TR	COM	36240A101	11	1217	SH		DEFINED	20
			11	1217				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
GABELLI DIVD & INCOME TR	COM	36242H104	42	3037	SH		DEFINED	9
			42	3037				
GABELLI GLOBL UTIL & INCOME	COM SH BEN INT	36242L105	32	1871	SH		DEFINED	20
			32	1871				
GABELLI HLTHCARE & WELLNESS	SHS	36246K103	3	533	SH		DEFINED	20
			3	533				
GAFISA S A	SPONS ADR	362607301	3	125	SH		DEFINED	9
			3	125				
GALLAGHER ARTHUR J & CO	COM	363576109	105	4099	SH		DEFINED	9
			80	3124	SH		DEFINED	20
			185	7223				
GAMESTOP CORP NEW	CL A	36467W109	1739	50838	SH		DEFINED	9
			295	8635	SH		DEFINED	20
			2035	59473				
GANNETT INC	COM	364730101	360	21265	SH		DEFINED	9
			241	14260	SH		DEFINED	20
			601	35525				
GAP INC DEL	COM	364760108	250	14038	SH		DEFINED	9
			26	1455	SH		DEFINED	20
			275	15493				
GARDNER DENVER INC	COM	365558105	227	6552	SH		DEFINED	9
			175	5037	SH		DEFINED	20
			402	11589				
GARTNER INC	COM	366651107	15	651	SH		DEFINED	20
			15	651				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
GEN-PROBE INC NEW	COM	36866T103	376	7088	SH		DEFINED 9	
			125	2358	SH		DEFINED 20	
			501	9446				
GENAERA CORP	COM NEW	36867G209	0	83	SH		DEFINED 20	
				83				
GENENTECH INC	COM NEW	368710406	1330	14997	SH		DEFINED 9	
			844	9522	SH		DEFINED 20	
			2174	24519				
GENERAL AMERN INVS INC	COM	368802104	40	1538	SH		DEFINED 9	
			40	1538				
GENERAL CABLE CORP DEL NEW	COM	369300108	520	14606	SH		DEFINED 9	
			94	2626	SH		DEFINED 20	
			614	17232				
GENERAL DYNAMICS CORP	COM	369550108	7831	106376	SH		DEFINED 9	
			8302	112771	SH		DEFINED 20	
			37	500	SH		DEFINED 8	
			16170	219647				
GENERAL ELECTRIC CO	COM	369604103	125724	4930334	SH		DEFINED 9	
			78916	3094723	SH		DEFINED 20	
			236	9261	SH		DEFINED 8	
			204875	8034318				
GENERAL GROWTH PPTYS INC	COM	370021107	53	3500	SH		DEFINED 9	
			38	2529	SH		DEFINED 20	
			91	6029				
GENERAL MLS INC	COM	370334104	4451	64767	SH		DEFINED 9	
			9250	134604	SH		DEFINED 20	
			13701	199371				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
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GENERAL MTRS CORP	COM	370442105	208 20	21988 2066	SH SH	DEFINED 9 DEFINED 20
			227	24054		
GENERAL MTRS CORP	DEB SR CV C 33	370442717	9	1100	SH	DEFINED 20
			9	1100		
GENESCO INC	COM	371532102	1	30	SH	DEFINED 20
			1	30		
GENESEE & WYO INC	CL A	371559105	21	550	SH	DEFINED 9
			21	550		
GENTEX CORP	COM	371901109	119 287	8312 20084	SH SH	DEFINED 9 DEFINED 20
			406	28396		
GENOPTIX INC	COM	37243V100	571 97	17478 2967	SH SH	DEFINED 9 DEFINED 20
			668	20445		
GENUINE PARTS CO	COM	372460105	4773 4463 11	118705 111002 285	SH SH SH	DEFINED 9 DEFINED 20 DEFINED 8
			9248	229992		
GENWORTH FINL INC	COM CL A	37247D106	9 22	1017 2600	SH SH	DEFINED 9 DEFINED 20
			31	3617		
GENZYME CORP	COM	372917104	730 961	9025 11886	SH SH	DEFINED 9 DEFINED 20
			1691	20911		
GEORGIA GULF CORP	COM PAR \$0.01	373200203	3	1000	SH	DEFINED 20
			3	1000		

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AS OF 12/31/08

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
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GERDAU S A	SPONSORED ADR	373737105	97	8700	SH	DEFINED 9
			-----	-----		
			97	8700		
GERMAN AMERN BANCORP INC	COM	373865104	58	5000	SH	DEFINED 9
			45	3878	SH	DEFINED 20
			-----	-----		
			104	8878		
GERON CORP	COM	374163103	126	32022	SH	DEFINED 20
			-----	-----		
			126	32022		
GILEAD SCIENCES INC	NOTE 0.625% 5	375558AH6	5197	41000	SH	DEFINED 9
			-----	-----		
			5197	41000		
GILEAD SCIENCES INC	COM	375558103	22100	484331	SH	DEFINED 9
			19635	430318	SH	DEFINED 20
			7	145	SH	DEFINED 8
			-----	-----		
			41742	914794		
GLACIER BANCORP INC NEW	COM	37637Q105	22	900	SH	DEFINED 9
			-----	-----		
			22	900		
GLADSTONE CAPITAL CORP	COM	376535100	160	10470	SH	DEFINED 9
			20	1290	SH	DEFINED 20
			-----	-----		
			179	11760		
GLAXOSMITHKLINE PLC	SPONSORED ADR	37733W105	3812	87716	SH	DEFINED 9
			1851	42601	SH	DEFINED 20
			-----	-----		
			5664	130317		
GLOBALSTAR INC	COM	378973408	9	5000	SH	DEFINED 9
			-----	-----		
			9	5000		
GLIMCHER RLTY TR	SH BEN INT	379302102	3	269	SH	DEFINED 9
			-----	-----		
			3	269		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN CALL	PUT/ CALL	INVSTMT DSCRETN	O MA
-----	-----	-----	-----	-----	-----	-----	-----	-----
GLOBAL INDS LTD	COM	379336100	2	250	SH		DEFINED 20	
			-----	-----				
			2	250				

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GLOBAL PMTS INC	COM	37940X102	251 230	5605 5134	SH SH	DEFINED 9 DEFINED 20
			-----	-----		
			482	10739		
GOAMERICA INC	COM PAR \$0.01	38020R304	4	800	SH	DEFINED 20
			-----	-----		
			4	800		
GOLD FIELDS LTD NEW	SPONSORED ADR	38059T106	46	4800	SH	DEFINED 20
			-----	-----		
			46	4800		
GOLD RESV INC	NOTE 5.500% 6	38068NAB4	32	1000	SH	DEFINED 9
			-----	-----		
			32	1000		
GOLDCORP INC NEW	COM	380956409	216 11	6831 335	SH SH	DEFINED 9 DEFINED 20
			-----	-----		
			227	7166		
GOLDMAN SACHS GROUP INC	COM	38141G104	2703 4154 1	21118 32452 10	SH SH SH	DEFINED 9 DEFINED 20 DEFINED 8
			-----	-----		
			6858	53580		
GOODRICH CORP	COM	382388106	106 21	2547 510	SH SH	DEFINED 9 DEFINED 20
			-----	-----		
			127	3057		
GOODYEAR TIRE & RUBR CO	COM	382550101	222 8	14494 544	SH SH	DEFINED 9 DEFINED 20
			-----	-----		
			230	15038		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
GOOGLE INC	CL A	38259P508	11249 5367 22	27845 13284 54	SH SH SH		DEFINED 9 DEFINED 20 DEFINED 8	
			-----	-----				
			16637	41183				
GRACO INC	COM	384109104	106 2065	2984 58000	SH SH		DEFINED 9 DEFINED 20	
			-----	-----				
			2172	60984				

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GRAINGER W W INC	COM	384802104	1226 493	14101 5665	SH SH	DEFINED 9 DEFINED 20
			-----	-----		
			1719	19766		
GREAT NORTHN IRON ORE PPTYS	CTFS BEN INT	391064102	14	200	SH	DEFINED 9
			-----	-----		
			14	200		
GREAT PLAINS ENERGY INC	COM	391164100	58 91	2598 4097	SH SH	DEFINED 9 DEFINED 20
			-----	-----		
			149	6695		
GREEN MTN COFFEE ROASTERS IN	COM	393122106	29	735	SH	DEFINED 9
			-----	-----		
			29	735		
GREEN BANKSHARES INC	COM NEW	394361208	44	1853	SH	DEFINED 9
			-----	-----		
			44	1853		
GREIF INC	CL A	397624107	52 10	800 150	SH SH	DEFINED 9 DEFINED 20
			-----	-----		
			62	950		
GRIFFIN LD & NURSERIES INC	CL A	398231100	11	300	SH	DEFINED 20
			-----	-----		
			11	300		
GROUP 1 AUTOMOTIVE INC	COM	398905109	156 13	7195 615	SH SH	DEFINED 9 DEFINED 20
			-----	-----		
			170	7810		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN CALL	PUT/ DSCRETN	INVTMT	O MA
GROUPE CGI INC	CL A SUB VTG	39945C109	4	500	SH		DEFINED 9	
			-----	-----				
			4	500				
GUESS INC	COM	401617105	779 147	22385 4233	SH SH		DEFINED 9 DEFINED 20	
			-----	-----				
			926	26618				
GUIDANCE SOFTWARE INC	COM	401692108	8 9	1698 1843	SH SH		DEFINED 9 DEFINED 20	
			-----	-----				
			17	3541				

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H & Q HEALTHCARE FD	SH BEN INT	404052102	16	1148	SH	DEFINED	20
			-----	-----			
			16	1148			
HCC INS HLDGS INC	COM	404132102	85	3159	SH	DEFINED	9
			-----	-----			
			85	3159			
HCP INC	COM	40414L109	5045	125725	SH	DEFINED	9
			5595	139427	SH	DEFINED	20
			-----	-----			
			10641	265152			
HDFC BANK LTD	ADR REPS 3 SHS	40415F101	79	925	SH	DEFINED	9
			1189	13993	SH	DEFINED	20
			5	59	SH	DEFINED	8
			-----	-----			
			1272	14977			
HSBC USA INC	S&P CTI ETN 23	4042EP602	30	3380	SH	DEFINED	20
			-----	-----			
			30	3380			
HLTH CORPORATION	COM	40422Y101	20	1775	SH	DEFINED	9
			0	9	SH	DEFINED	20
			-----	-----			
			20	1784			
HMS HLDGS CORP	COM	40425J101	132	5508	SH	DEFINED	9
			55	2308	SH	DEFINED	20
			-----	-----			
			187	7816			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
			-----	-----				
HNI CORP	COM	404251100	557	22000	SH		DEFINED	20
			-----	-----				
			557	22000				
HRPT PPTYS TR	COM SH BEN INT	40426W101	2	333	SH		DEFINED	9
			-----	-----				
			2	333				
HSBC HLDGS PLC	SPON ADR NEW	404280406	2613	32331	SH		DEFINED	9
			366	4529	SH		DEFINED	20
			-----	-----				
			2979	36860				
HSBC HLDGS PLC	ADR A 1/40PF A	404280604	65	3700	SH		DEFINED	9
			595	33974	SH		DEFINED	20

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/PRN AMT	SH/PUT/INVSTMT	DEFINITION
HAEMONETICS CORP	COM	405024100	659	37674		
			31	500 SH	DEFINED 9	
			6	100 SH	DEFINED 20	
			-----	-----		
HAIN CELESTIAL GROUP INC	COM	405217100	37	600		
			29	1046 SH	DEFINED 9	
			31	1131 SH	DEFINED 20	
			-----	-----		
HALLIBURTON CO	COM	406216101	60	2177		
			1262	38957 SH	DEFINED 9	
			1106	34143 SH	DEFINED 20	
			-----	-----		
HANCOCK JOHN INCOME SECS TR	COM	410123103	2368	73100		
			21	2000 SH	DEFINED 9	
			4	343 SH	DEFINED 20	
			-----	-----		
HANCOCK JOHN INV TRUST	TAX ADV GLB SH	41013P749	24	2343		
			34	3060 SH	DEFINED 9	
			34	3060		
			-----	-----		
HANCOCK JOHN PATRIOT PREM II	COM SH BEN INT	41013T105	16	2304 SH		DEFINED 9
			16	2304		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/PRN AMT	SH/PUT/INVSTMT	DEFINITION
HANCOCK JOHN TAX-ADV DIV INC	COM	41013V100	3	300 SH		DEFINED 9
			3	300		

HANCOCK JOHN PFD INCOME FD	SH BEN INT	41013W108	15	1320 SH		DEFINED 9
			1	100 SH		DEFINED 20
			17	1420		
			-----	-----		
HANCOCK JOHN INVS TR	COM	410142103	3	200 SH		DEFINED 9
			3	200		

HANESBRANDS INC	COM	410345102	144	6605 SH		DEFINED 9
			64	2962 SH		DEFINED 20
			208	9567		

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HANMI FINL CORP	COM	410495105	41	8138	SH	DEFINED 9
			-----	-----		
			41	8138		
HANOVER INS GROUP INC	COM	410867105	60	1313	SH	DEFINED 9
			-----	-----		
			60	1313		
HANSEN NAT CORP	COM	411310105	14	455	SH	DEFINED 9
			3	90	SH	DEFINED 20
			-----	-----		
			16	545		
HARLEY DAVIDSON INC	COM	412822108	420	11247	SH	DEFINED 9
			180	4839	SH	DEFINED 20
			-----	-----		
			600	16086		
HARLEYSVILLE NATL CORP PA	COM	412850109	2	105	SH	DEFINED 9
			-----	-----		
			2	105		
HARMAN INTL INDS INC	COM	413086109	159	4670	SH	DEFINED 9
			109	3200	SH	DEFINED 20
			-----	-----		
			268	7870		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
HARMONIC INC	COM	413160102	393	46501	SH		DEFINED 9	
			487	57677	SH		DEFINED 20	
			-----	-----				
			880	104178				
HARRIS & HARRIS GROUP INC	COM	413833104	26	4000	SH		DEFINED 9	
			-----	-----				
			26	4000				
HARRIS CORP DEL	COM	413875105	4225	91451	SH		DEFINED 9	
			6532	141381	SH		DEFINED 20	
			-----	-----				
			10757	232832				
HARSCO CORP	COM	415864107	458	12313	SH		DEFINED 9	
			567	15234	SH		DEFINED 20	
			-----	-----				
			1024	27547				
HARTFORD FINL SVCS GROUP INC	COM	416515104	2237	54566	SH		DEFINED 9	
			1514	36934	SH		DEFINED 20	
			-----	-----				

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			3751	91500		
HARTFORD INCOME SHS FD INC	COM	416537108	1	200	SH	DEFINED 9
			-----	-----		
			1	200		
HARVEST ENERGY TR	TRUST UNIT	41752X101	10	600	SH	DEFINED 9
			10	600	SH	DEFINED 8
			-----	-----		
			20	1200		
HASBRO INC	COM	418056107	2328	67042	SH	DEFINED 9
			241	6933	SH	DEFINED 20
			-----	-----		
			2568	73975		
HATTERAS FINL CORP	COM	41902R103	101	4333	SH	DEFINED 9
			275	11866	SH	DEFINED 20
			-----	-----		
			376	16199		

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NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN CALL	PUT/ DSCRETN	INVSTMT	O
			-----	-----	-----	-----	-----	-----
HAWAIIAN ELEC INDUSTRIES	COM	419870100	17	570	SH	DEFINED 9		
			49	1677	SH	DEFINED 20		
			-----	-----				
			65	2247				
HAYNES INTERNATIONAL INC	COM NEW	420877201	5	100	SH	DEFINED 20		
			-----	-----				
			5	100				
HEALTHCARE RLTY TR	COM	421946104	28	975	SH	DEFINED 9		
			-----	-----				
			28	975				
HEADWATERS INC	COM	42210P102	211	15804	SH	DEFINED 9		
			21	1608	SH	DEFINED 20		
			-----	-----				
			232	17412				
HEALTH CARE REIT INC	NOTE 4.750%12	42217KAP1	2061	18000	SH	DEFINED 9		
			-----	-----				
			2061	18000				
HEALTH CARE REIT INC	NOTE 4.750% 7	42217KAQ9	4735	43000	SH	DEFINED 9		
			-----	-----				
			4735	43000				
HEALTH CARE REIT INC	COM	42217K106	453	8513	SH	DEFINED 9		
			27	500	SH	DEFINED 20		
			-----	-----				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/PRN AMT	SH/PUT/PRN CALL	INVSTMT DSCRETN	MA
			480	9013			
HEALTH NET INC	COM	42222G108	89	3780	SH	DEFINED	9
			89	3780			
HECLA MNG CO	COM	422704106	3	700	SH	DEFINED	9
			3	700			
HECLA MNG CO	PFD CV SER B	422704205	19	450	SH	DEFINED	20
			19	450			

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NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/PRN AMT	SH/PUT/PRN CALL	INVSTMT DSCRETN	MA
HEICO CORP NEW	COM	422806109	202	6158	SH	DEFINED	9
			34	1024	SH	DEFINED	20
			236	7182			
HEIDRICK & STRUGGLES INTL IN	COM	422819102	26	850	SH	DEFINED	9
			26	850			
HEINZ H J CO	COM	423074103	7861	157324	SH	DEFINED	9
			2465	49329	SH	DEFINED	20
			18	360	SH	DEFINED	8
			10344	207013			
HELIX ENERGY SOLUTIONS GRP I	COM	42330P107	501	20617	SH	DEFINED	9
			309	12710	SH	DEFINED	20
			809	33327			
HELMERICH & PAYNE INC	COM	423452101	238	5500	SH	DEFINED	9
			204	4714	SH	DEFINED	20
			441	10214			
HENRY JACK & ASSOC INC	COM	426281101	53	2600	SH	DEFINED	9
			53	2600			
HERCULES OFFSHORE INC	COM	427093109	214	14120	SH	DEFINED	9
			1	50	SH	DEFINED	20
			215	14170			

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HERITAGE CRYSTAL CLEAN INC	COM	42726M106	27	2000	SH	DEFINED	20
			-----	-----			
			27	2000			
HERSHEY CO	COM	427866108	780	19732	SH	DEFINED	9
			1568	39668	SH	DEFINED	20
			-----	-----			
			2349	59400			

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NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
HESS CORP	COM	42809H107	200	2435	SH		DEFINED	9
			171	2084	SH		DEFINED	20
			-----	-----				
			371	4519				
HEWITT ASSOCS INC	COM	42822Q100	18	507	SH		DEFINED	9
			0	10	SH		DEFINED	20
			-----	-----				
			19	517				
HEWLETT PACKARD CO	COM	428236103	36862	797199	SH		DEFINED	9
			26824	580093	SH		DEFINED	20
			25	536	SH		DEFINED	8
			-----	-----				
			63711	1377828				
HEXCEL CORP NEW	COM	428291108	3	220	SH		DEFINED	9
			-----	-----				
			3	220				
HIGH YIELD INCOME FD INC	COM	429904105	22	6250	SH		DEFINED	9
			-----	-----				
			22	6250				
HIGHLAND CR STRATEGIES FD	COM	43005Q107	13	1323	SH		DEFINED	20
			-----	-----				
			13	1323				
HIGHWOODS PPTYS INC	COM	431284108	178	5000	SH		DEFINED	9
			-----	-----				
			178	5000				
HILL ROM HLDGS INC	COM	431475102	8339	275127	SH		DEFINED	9
			36	1190	SH		DEFINED	20
			-----	-----				
			8375	276317				
HILLENBRAND INC	COM	431571108	5581	276824	SH		DEFINED	9
			28	1376	SH		DEFINED	20
			-----	-----				

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5609 278200

HIMAX TECHNOLOGIES INC	SPONSORED ADR	43289P106	6	2000	SH	DEFINED	20
			-----	-----			
			6	2000			

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NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN CALL	PUT/ DSCRETN	INVSTMT	O
-----	-----	-----	-----	-----	-----	-----	-----	-----
HITACHI LIMITED	ADR 10 COM	433578507	36	525	SH	DEFINED	9	
			-----	-----				
			36	525				
HITTITE MICROWAVE CORP	COM	43365Y104	247	7346	SH	DEFINED	9	
			48	1424	SH	DEFINED	20	
			-----	-----				
			295	8770				
HOKU SCIENTIFIC INC	COM	434712105	6	950	SH	DEFINED	9	
			-----	-----				
			6	950				
HOLLY CORP	COM PAR \$0.01	435758305	65	2233	SH	DEFINED	9	
			-----	-----				
			65	2233				
HOLLY ENERGY PARTNERS L P	COM UT LTD PTN	435763107	60	2000	SH	DEFINED	20	
			-----	-----				
			60	2000				
HOLOGIC INC	FRNT 2.000%12	436440AA9	516	7000	SH	DEFINED	9	
			-----	-----				
			516	7000				
HOLOGIC INC	COM	436440101	415	21462	SH	DEFINED	9	
			215	11127	SH	DEFINED	20	
			-----	-----				
			630	32589				
HOME DEPOT INC	COM	437076102	14031	541926	SH	DEFINED	9	
			4540	175368	SH	DEFINED	20	
			10	370	SH	DEFINED	8	
			-----	-----				
			18580	717664				
HONDA MOTOR LTD	AMERN SHS	438128308	9986	331666	SH	DEFINED	9	
			4458	148043	SH	DEFINED	20	
			5	161	SH	DEFINED	8	
			-----	-----				
			14449	479870				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PUT/ CALL	INVSTMT DSCRETN	O MA
HONEYWELL INTL INC	COM	438516106	11766	283178	SH	DEFINED	9
			7834	188549	SH	DEFINED	20
			15	370	SH	DEFINED	8
			19616	472097			
HOOPER HOLMES INC	COM	439104100	1	1000	SH	DEFINED	20
			1	1000			
HORMEL FOODS CORP	COM	440452100	39	1066	SH	DEFINED	9
			7	200	SH	DEFINED	20
			46	1266			
HORNBECK OFFSHORE SVCS INC N	COM	440543106	5	120	SH	DEFINED	9
			5	120			
HOSPITALITY PPTYS TR	COM SH BEN INT	44106M102	323	15759	SH	DEFINED	9
			1608	78366	SH	DEFINED	20
			1931	94125			
HOSPIRA INC	COM	441060100	305	7993	SH	DEFINED	9
			1852	48479	SH	DEFINED	20
			2157	56472			
HOST HOTELS & RESORTS INC	COM	44107P104	60	4530	SH	DEFINED	9
			41	3101	SH	DEFINED	20
			101	7631			
HUANENG PWR INTL INC	SPON ADR H SHS	443304100	42	1587	SH	DEFINED	9
			42	1587			
HUBBELL INC	CL A	443510102	315	7800	SH	DEFINED	9
			315	7800			
HUBBELL INC	CL B	443510201	971	27697	SH	DEFINED	9
			38	1075	SH	DEFINED	20
			1008	28772			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN CALL	PUT/ DSCRETN	INVSTMT	O
HUDSON CITY BANCORP	COM	443683107	82	4440	SH		DEFINED	9
			13	702	SH		DEFINED	20
			95	5142				
HUDSON HIGHLAND GROUP INC	COM	443792106	1	201	SH		DEFINED	9
			1	201				
HUGOTON RTY TR TEX	UNIT BEN INT	444717102	54	2000	SH		DEFINED	9
			14	505	SH		DEFINED	20
			67	2505				
HUMANA INC	COM	444859102	952	23109	SH		DEFINED	9
			2007	48702	SH		DEFINED	20
			2959	71811				
HUNT J B TRANS SVCS INC	COM	445658107	8	250	SH		DEFINED	9
			12	359	SH		DEFINED	20
			20	609				
HUNTINGTON BANCSHARES INC	COM	446150104	1098	137480	SH		DEFINED	9
			202	25231	SH		DEFINED	20
			1300	162711				
HUNTSMAN CORP	COM	447011107	1	57	SH		DEFINED	20
			1	57				
HURON CONSULTING GROUP INC	COM	447462102	492	8627	SH		DEFINED	9
			77	1348	SH		DEFINED	20
			568	9975				
ICT GROUP INC	COM	44929Y101	67	8346	SH		DEFINED	9
			87	10791	SH		DEFINED	20
			154	19137				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
ING PRIME RATE TR	SH BEN INT	44977W106	52	12000	SH		DEFINED 9	
			280	64500	SH		DEFINED 20	
			332	76500				
IPG PHOTONICS CORP	COM	44980X109	62	3168	SH		DEFINED 9	
			25	1306	SH		DEFINED 20	
			87	4474				
ING CLARION GLB RE EST INCM	COM	44982G104	26	3000	SH		DEFINED 20	
			26	3000				
IPC THE HOSPITALIST CO INC	COM	44984A105	22	850	SH		DEFINED 9	
			24	917	SH		DEFINED 20	
			45	1767				
IMS HEALTH INC	COM	449934108	260	13772	SH		DEFINED 9	
			311	16464	SH		DEFINED 20	
			572	30236				
ISTAR FINL INC	COM	45031U101	1	200	SH		DEFINED 9	
			1	200				
ITT EDUCATIONAL SERVICES INC	COM	45068B109	69	851	SH		DEFINED 9	
			69	851				
ITT CORP NEW	COM	450911102	2371	42640	SH		DEFINED 9	
			4658	83770	SH		DEFINED 20	
			7030	126410				
ICON PUB LTD CO	SPONSORED ADR	45103T107	983	25693	SH		DEFINED 9	
			120	3133	SH		DEFINED 20	
			1103	28826				
ICICI BK LTD	ADR	45104G104	31	1315	SH		DEFINED 9	
			31	1315				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
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ICONIX BRAND GROUP INC	COM	451055107	162	12348	SH	DEFINED	9
			66	5056	SH	DEFINED	20
			-----	-----			
			228	17404			
ICAHN ENTERPRISES LP	DEPOSITRY UNIT	451100101	50	1173	SH	DEFINED	9
			-----	-----			
			50	1173			
IDEARC INC	COM	451663108	1	490	SH	DEFINED	9
			2	1373	SH	DEFINED	20
			-----	-----			
			2	1863			
IDEX CORP	COM	45167R104	235	7590	SH	DEFINED	9
			65	2106	SH	DEFINED	20
			-----	-----			
			301	9696			
IDEXX LABS INC	COM	45168D104	115	2100	SH	DEFINED	20
			-----	-----			
			115	2100			
ILLINOIS TOOL WKS INC	COM	452308109	26195	589314	SH	DEFINED	9
			4051	91140	SH	DEFINED	20
			28	641	SH	DEFINED	8
			-----	-----			
			30275	681095			
ILLUMINA INC	COM	452327109	2028	50045	SH	DEFINED	9
			204	5034	SH	DEFINED	20
			-----	-----			
			2232	55079			
IMATION CORP	COM	45245A107	104	4602	SH	DEFINED	9
			5	200	SH	DEFINED	20
			-----	-----			
			108	4802			
IMAX CORP	COM	45245E109	215	36250	SH	DEFINED	9
			-----	-----			
			215	36250			
IMMUCOR INC	COM	452526106	804	25171	SH	DEFINED	9
			-----	-----			
			804	25171			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN CALL	PUT/ CALL	INVSTMT DSCRETN	O MA
IMMUNOMEDICS INC	COM	452907108	10	5423	SH		DEFINED	9

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			10	5423		
IMPERIAL OIL LTD	COM NEW	453038408	59	1390 SH	DEFINED	9
			59	1390 SH	DEFINED	20
			118	2780		
IMPERIAL SUGAR CO NEW	COM NEW	453096208	1	37 SH	DEFINED	20
			1	37		
INDEPENDENT BANK CORP MASS	COM	453836108	23	725 SH	DEFINED	9
			23	725		
INDEPENDENT BANK CORP MICH	COM	453838104	111	17913 SH	DEFINED	20
			111	17913		
INDIA FD INC	COM	454089103	59	1799 SH	DEFINED	9
			15	460 SH	DEFINED	20
			74	2259		
INDONESIA FD INC	COM	455778100	3	500 SH	DEFINED	9
			3	500		
INERGY L P	UNIT LTD PTNR	456615103	172	7931 SH	DEFINED	9
			252	11639 SH	DEFINED	20
			423	19570		
INFINEON TECHNOLOGIES AG	SPONSORED ADR	45662N103	4	700 SH	DEFINED	9
			4	700		
INFOSYS TECHNOLOGIES LTD	SPONSORED ADR	456788108	128	3845 SH	DEFINED	9
			128	3845		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN CALL	PUT/ CALL	INVSTMT DSCRETN	O MA
ING GROEP N V	SPONSORED ADR	456837103	109	5114 SH	DEFINED	9		
			49	2300 SH	DEFINED	20		
			159	7414				
INGRAM MICRO INC	CL A	457153104	1	69 SH	DEFINED	9		

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			1	69		
INLAND REAL ESTATE CORP	COM NEW	457461200	27	1728	SH	DEFINED 9
			37	2330	SH	DEFINED 20
			-----	-----		
			64	4058		
INSIGHT ENTERPRISES INC	COM	45765U103	2	153	SH	DEFINED 9
			-----	-----		
			2	153		
INSITUFORM TECHNOLOGIES INC	CL A	457667103	1	100	SH	DEFINED 9
			-----	-----		
			1	100		
INNERWORKINGS INC	COM	45773Y105	23	2068	SH	DEFINED 9
			25	2226	SH	DEFINED 20
			-----	-----		
			48	4294		
INNOPHOS HOLDINGS INC	COM	45774N108	131	5358	SH	DEFINED 9
			53	2194	SH	DEFINED 20
			-----	-----		
			184	7552		
INTEGRA LIFESCIENCES HLDGS C	COM NEW	457985208	44	1000	SH	DEFINED 20
			-----	-----		
			44	1000		
INTEGRATED DEVICE TECHNOLOGY	COM	458118106	0	36	SH	DEFINED 20
			-----	-----		
				36		
INTEGRATED SILICON SOLUTION	COM	45812P107	0	26	SH	DEFINED 20
			-----	-----		
				26		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
INTEGRA BK CORP	COM	45814P105	36	4483	SH		DEFINED 20	
			-----	-----				
			36	4483				
INTEL CORP	SDCV 2.950%12	458140AD2	6553	75000	SH		DEFINED 9	
			-----	-----				
			6553	75000				
INTEL CORP	COM	458140100	49322	2633315	SH		DEFINED 9	
			19586	1045695	SH		DEFINED 20	
			41	2187	SH		DEFINED 8	
			-----	-----				

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		68949		3681197			
INTEGRYS ENERGY GROUP INC	COM	45822P105	403	8065	SH	DEFINED	9
			610	12206	SH	DEFINED	20
			-----	-----			
			1012	20271			
INTERCONTINENTAL HTLS GRP PL	SPONS ADR NEW	45857P301	1	114	SH	DEFINED	20
			-----	-----			
			1	114			
INTERCONTINENTALEXCHANGE INC	COM	45865V100	466	5778	SH	DEFINED	9
			84	1043	SH	DEFINED	20
			-----	-----			
			550	6821			
INTERFACE INC	CL A	458665106	1	100	SH	DEFINED	9
			-----	-----			
			1	100			
INTERDIGITAL INC	COM	45867G101	1	48	SH	DEFINED	9
			-----	-----			
			1	48			
INTERNAP NETWORK SVCS CORP	COM PAR \$.001	45885A300	1	200	SH	DEFINED	20
			-----	-----			
			1	200			
INTERNATIONAL BUSINESS MACHS	COM	459200101	55805	477127	SH	DEFINED	9
			40752	348431	SH	DEFINED	20
			14	119	SH	DEFINED	8
			-----	-----			
			96571	825677			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
INTERNATIONAL COAL GRP INC N	COM	45928H106	31	5000	SH		DEFINED	20
			-----	-----				
			31	5000				
INTERNATIONAL FLAVORS&FRAGRA	COM	459506101	583	14782	SH		DEFINED	9
			252	6395	SH		DEFINED	20
			-----	-----				
			836	21177				
INTERNATIONAL GAME TECHNOLOG	COM	459902102	408	23745	SH		DEFINED	9
			247	14348	SH		DEFINED	20
			-----	-----				
			654	38093				
INTL PAPER CO	COM	460146103	127	4849	SH		DEFINED	9

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			121	4614	SH	DEFINED	20
			2	83	SH	DEFINED	8
			-----	-----			
			250	9546			
INTERNATIONAL RECTIFIER CORP	COM	460254105	555	29174	SH	DEFINED	9
			445	23383	SH	DEFINED	20
			-----	-----			
			1000	52557			
INTERNATIONAL ROYALTY CORP	COM	460277106	2	500	SH	DEFINED	20
			-----	-----			
			2	500			
INTERNATIONAL SPEEDWAY CORP	CL A	460335201	26	670	SH	DEFINED	9
			19	500	SH	DEFINED	20
			-----	-----			
			46	1170			
INTERSIL CORP	CL A	46069S109	19	1134	SH	DEFINED	9
			7	410	SH	DEFINED	20
			-----	-----			
			26	1544			
INTERPUBLIC GROUP COS INC	COM	460690100	56	7245	SH	DEFINED	9
			-----	-----			
			56	7245			
INTEROIL CORP	COM	460951106	63	2275	SH	DEFINED	20
			-----	-----			
			63	2275			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
INTUITIVE SURGICAL INC	COM NEW	46120E602	335	1392	SH		DEFINED	9
			136	564	SH		DEFINED	20
			-----	-----				
			471	1956				
INTUIT	COM	461202103	1021	32295	SH		DEFINED	9
			592	18731	SH		DEFINED	20
			-----	-----				
			1613	51026				
INTREPID POTASH INC	COM	46121Y102	20	653	SH		DEFINED	9
			6	210	SH		DEFINED	20
			-----	-----				
			26	863				
INVENTIV HEALTH INC	COM	46122E105	4	200	SH		DEFINED	20
			-----	-----				

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			4	200			
INVERNESS MED INNOVATIONS IN	COM	46126P106	292	9722 SH	DEFINED	9	
			5	150 SH	DEFINED	20	
			-----	-----			
			296	9872			
INVESTMENT GRADE MUN INCOME	COM	461368102	0	31 SH	DEFINED	9	
			-----	-----			
				31			
INVESTMENT TECHNOLOGY GRP NE	COM	46145F105	161	5279 SH	DEFINED	9	
			0	13 SH	DEFINED	20	
			-----	-----			
			161	5292			
INVESTORS TITLE CO	COM	461804106	84	1986 SH	DEFINED	9	
			232	5453 SH	DEFINED	20	
			-----	-----			
			316	7439			
INVITROGEN CORP	NOTE 1.500% 2	46185RAK6	6129	68000 SH	DEFINED	9	
			-----	-----			
			6129	68000			
ION GEOPHYSICAL CORP	COM	462044108	116	8184 SH	DEFINED	9	
			0	32 SH	DEFINED	20	
			-----	-----			
			117	8216			

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NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PUT/ CALL	INVSTMT DSCRETN	O MA
IOWA TELECOMM SERVICES INC	COM	462594201	312	16707 SH	DEFINED	9	
			32	1708 SH	DEFINED	20	
			-----	-----			
			344	18415			
IRELAND BK	SPONSORED ADR	46267Q103	2	100 SH	DEFINED	20	
			-----	-----			
			2	100			
ISHARES SILVER TRUST	ISHARES	46428Q109	59	5000 SH	DEFINED	20	
			-----	-----			
			59	5000			
ISHARES S&P GSCI COMMODITY I	UNIT BEN INT	46428R107	40	750 SH	DEFINED	9	
			2	40 SH	DEFINED	20	
			-----	-----			
			43	790			
ISHARES COMEX GOLD TR	ISHARES	464285105	95	1112 SH	DEFINED	9	

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			6	71 SH	DEFINED 20
			-----	-----	
			101	1183	
ISHARES INC	MSCI AUSTRALIA	464286103	11	521 SH	DEFINED 20
			-----	-----	
			11	521	
ISHARES INC	MSCI AUSTRIA I	464286202	2	110 SH	DEFINED 20
			-----	-----	
			2	110	
ISHARES INC	MSCI BELG INVE	464286301	2	176 SH	DEFINED 20
			-----	-----	
			2	176	
ISHARES INC	MSCI BRAZIL	464286400	45	800 SH	DEFINED 9
			74	1319 SH	DEFINED 20
			-----	-----	
			119	2119	
ISHARES INC	MSCI CDA INDEX	464286509	8	300 SH	DEFINED 9
			32	1223 SH	DEFINED 20
			-----	-----	
			40	1523	

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NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN CALL	PUT/ DSCRETN	INVSTMT	O MA
ISHARES INC	MSCI EMU INDEX	464286608	174	4375 SH			DEFINED 9	
			-----	-----				
			174	4375				
ISHARES INC	MSCI PAC J IDX	464286665	323	9000 SH			DEFINED 9	
			7	200 SH			DEFINED 20	
			5	150 SH			DEFINED 8	
			-----	-----				
			336	9350				
ISHARES INC	MSCI SINGAPORE	464286673	3	273 SH			DEFINED 20	
			3	329 SH			DEFINED 8	
			-----	-----				
			6	602				
ISHARES INC	MSCI UTD KINGD	464286699	3	166 SH			DEFINED 20	
			-----	-----				
			3	166				
ISHARES INC	MSCI FRANCE	464286707	2	86 SH			DEFINED 20	
			-----	-----				
			2	86				

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ISHARES INC	MSCI TAIWAN	464286731	134	12435	SH	DEFINED	20
			-----	-----			
			134	12435			
ISHARES INC	MSCI SWITZERLD	464286749	3	122	SH	DEFINED	20
			-----	-----			
			3	122			
ISHARES INC	MSCI SWEDEN	464286756	3	148	SH	DEFINED	20
			-----	-----			
			3	148			
ISHARES INC	MSCI SPAIN	464286764	2	52	SH	DEFINED	20
			-----	-----			
			2	52			
ISHARES INC	MSCI S KOREA	464286772	83	2100	SH	DEFINED	9
			-----	-----			
			21	524	SH	DEFINED	20
			-----	-----			
			104	2624			

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NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN CALL	PUT/ DSCRETN	INVSTMT	O
ISHARES INC	MSCI STH AFRCA	464286780	3	68	SH	DEFINED	20	
			-----	-----				
			3	68				
ISHARES INC	MSCI GERMAN	464286806	2	98	SH	DEFINED	20	
			-----	-----				
			2	98				
ISHARES INC	MSCI NETHR INV	464286814	2	113	SH	DEFINED	20	
			-----	-----				
			2	113				
ISHARES INC	MSCI MEX INVES	464286822	47	1000	SH	DEFINED	9	
			-----	-----				
			3	68	SH	DEFINED	20	
			-----	-----				
			50	1068				
ISHARES INC	MSCI MALAYSIA	464286830	21	2460	SH	DEFINED	9	
			-----	-----				
			2	254	SH	DEFINED	20	
			-----	-----				
			24	2714				
ISHARES INC	MSCI JAPAN	464286848	158	14777	SH	DEFINED	9	
			-----	-----				
			66	6177	SH	DEFINED	20	
			-----	-----				
			223	20954				
ISHARES INC	MSCI ITALY	464286855	2	98	SH	DEFINED	20	

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			-----	-----		
			2	98		
ISHARES INC	MSCI HONG KONG	464286871	193	14583	SH	DEFINED 9
			2	170	SH	DEFINED 20
			-----	-----		
			195	14753		
ISHARES TR	S&P 100 IDX FD	464287101	184	3478	SH	DEFINED 20
			-----	-----		
			184	3478		
ISHARES TR	LRGE GRW INDX	464287119	9	160	SH	DEFINED 9
			-----	-----		
			9	160		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN CALL	PUT/ DSCRETN	INVSTMT	O MA
ISHARES TR	NYSE 100INX FD	464287135	26	434	SH		DEFINED 8	
			-----	-----				
			26	434				
ISHARES TR	NYSE COMP INDX	464287143	82	1200	SH		DEFINED 9	
			-----	-----				
			82	1200				
ISHARES TR	S&P 1500 INDEX	464287150	441	8435	SH		DEFINED 20	
			-----	-----				
			441	8435				
ISHARES TR	DJ SEL DIV INX	464287168	4118	77343	SH		DEFINED 9	
			17448	327716	SH		DEFINED 20	
			105	1967	SH		DEFINED 8	
			-----	-----				
			21670	407026				
ISHARES TR	US TIPS BD FD	464287176	25449	251220	SH		DEFINED 9	
			50151	495073	SH		DEFINED 20	
			30	300	SH		DEFINED 8	
			-----	-----				
			75630	746593				
ISHARES TR	FTSE XNHUA IDX	464287184	198	5736	SH		DEFINED 9	
			780	22623	SH		DEFINED 20	
			-----	-----				
			978	28359				
ISHARES TR	S&P 500 INDEX	464287200	25223	215916	SH		DEFINED 9	
			23237	198915	SH		DEFINED 20	
			-----	-----				
			48461	414831				

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ISHARES TR	LEHMAN AGG BND	464287226	20755	210516	SH	DEFINED	9
			31340	317881	SH	DEFINED	20

			52095	528397			
ISHARES TR	MSCI EMERG MKT	464287234	34869	1020444	SH	DEFINED	9
			28053	820975	SH	DEFINED	20

			62921	1841419			

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NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PUT/ CALL	INVSTMT DSCRETN	O MA	
ISHARES TR	IBOXX INV CPBD	464287242	18941	210943	SH	DEFINED	9	
			31642	352397	SH	DEFINED	20	

			50582	563340				
ISHARES TR	S&P GBL TELCM	464287275	12	225	SH	DEFINED	9	
			503	9184	SH	DEFINED	20	

			515	9409				
ISHARES TR	S&P GBL INF	464287291	321	6600	SH	DEFINED	9	
			46	940	SH	DEFINED	20	

			367	7540				
ISHARES TR	S&P500 GRW	464287309	4976	87636	SH	DEFINED	9	
			16552	291517	SH	DEFINED	20	

			21528	379153				
ISHARES TR	S&P GBL ENER	464287341	14	375	SH	DEFINED	9	
			43	1139	SH	DEFINED	20	

			57	1514				
ISHARES TR	S&P NA NAT RES	464287374	195	5409	SH	DEFINED	20	

						195	5409	
ISHARES TR	S&P LTN AM 40	464287390	82	2125	SH	DEFINED	9	
			42	1075	SH	DEFINED	20	

			124	3200				
ISHARES TR	S&P 500 VALUE	464287408	1977	33030	SH	DEFINED	9	
			12910	215714	SH	DEFINED	20	

			14887	248744				

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ISHARES TR	20+ YR TRS BD	464287432	2080	21925 SH	DEFINED 9
			2722	28692 SH	DEFINED 20
			-----	-----	
			4803	50617	

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PUT/ PRN CALL	INVSTMT DSCRETN	O MA
ISHARES TR	7-10 YR TRS BD	464287440	1215	13658 SH		DEFINED 9	
			2042	22956 SH		DEFINED 20	
			-----	-----			
			3257	36614			
ISHARES TR	1-3 YR TRS BD	464287457	5770	69051 SH		DEFINED 9	
			17318	207254 SH		DEFINED 20	
			-----	-----			
			23088	276305			
ISHARES TR	MSCI EAFE IDX	464287465	73623	1307687 SH		DEFINED 9	
			69576	1235801 SH		DEFINED 20	
			99	1761 SH		DEFINED 8	
			-----	-----			
			143298	2545249			
ISHARES TR	RUSSELL MCP VL	464287473	9039	230527 SH		DEFINED 9	
			12269	312911 SH		DEFINED 20	
			12	300 SH		DEFINED 8	
			-----	-----			
			21320	543738			
ISHARES TR	RUSSELL MCP GR	464287481	8758	201982 SH		DEFINED 9	
			15158	349580 SH		DEFINED 20	
			8	186 SH		DEFINED 8	
			-----	-----			
			23924	551748			
ISHARES TR	RUSSELL MIDCAP	464287499	48442	589600 SH		DEFINED 9	
			32583	396582 SH		DEFINED 20	
			2	30 SH		DEFINED 8	
			-----	-----			
			81027	986212			
ISHARES TR	S&P MIDCAP 400	464287507	28460	393318 SH		DEFINED 9	
			23394	323294 SH		DEFINED 20	
			9	123 SH		DEFINED 8	
			-----	-----			
			51863	716735			
ISHARES TR	S&P NA TECH FD	464287549	451	9900 SH		DEFINED 9	
			5	100 SH		DEFINED 20	
			-----	-----			

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 NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
ISHARES TR	NASDAQ BIO INDX	464287556	395	4850	SH		DEFINED 9	
			48	585	SH		DEFINED 20	
			442	5435				
ISHARES TR	COHEN&ST RLTY	464287564	11556	150706	SH		DEFINED 9	
			16316	212774	SH		DEFINED 20	
			27872	363480				
ISHARES TR	CONS SRVC IDX	464287580	11	200	SH		DEFINED 9	
			36	673	SH		DEFINED 20	
			46	873				
ISHARES TR	RUSSELL1000VAL	464287598	5119	80117	SH		DEFINED 9	
			9367	146613	SH		DEFINED 20	
			14486	226730				
ISHARES TR	S&P MC 400 GRW	464287606	2198	29309	SH		DEFINED 9	
			12306	164120	SH		DEFINED 20	
			14503	193429				
ISHARES TR	RUSSELL1000GRW	464287614	9926	204449	SH		DEFINED 9	
			13268	273293	SH		DEFINED 20	
			23194	477742				
ISHARES TR	RUSSELL 1000	464287622	10933	172017	SH		DEFINED 9	
			6802	107019	SH		DEFINED 20	
			17736	279036				
ISHARES TR	RUSL 2000 VALU	464287630	10791	160491	SH		DEFINED 9	
			6819	101420	SH		DEFINED 20	
			17611	261911				
ISHARES TR	RUSL 2000 GROW	464287648	4115	58207	SH		DEFINED 9	
			6040	85425	SH		DEFINED 20	
			10155	143632				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
ISHARES TR	RUSSELL 2000	464287655	27987	411569	SH		DEFINED 9	
			34866	512732	SH		DEFINED 20	
			62852	924301				
ISHARES TR	RUSL 3000 VALU	464287663	30	363	SH		DEFINED 20	
			30	363				
ISHARES TR	RUSSELL 3000	464287689	1140	16567	SH		DEFINED 9	
			1261	18337	SH		DEFINED 20	
			2401	34904				
ISHARES TR	DJ US UTILS	464287697	65	822	SH		DEFINED 9	
			19	241	SH		DEFINED 20	
			84	1063				
ISHARES TR	S&P MIDCP VALU	464287705	3668	53398	SH		DEFINED 9	
			8354	121605	SH		DEFINED 20	
			21	300	SH		DEFINED 8	
			12043	175303				
ISHARES TR	DJ US TELECOMM	464287713	36	1776	SH		DEFINED 9	
			11	539	SH		DEFINED 20	
			47	2315				
ISHARES TR	DJ US TECH SEC	464287721	289	6100	SH		DEFINED 9	
			37	774	SH		DEFINED 20	
			326	6874				
ISHARES TR	DJ US REAL EST	464287739	162	2615	SH		DEFINED 9	
			50	813	SH		DEFINED 20	
			212	3428				
ISHARES TR	DJ US INDUSTRL	464287754	35	610	SH		DEFINED 20	
			35	610				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
ISHARES TR	DJ US HEALTHCR	464287762	8	130	SH		DEFINED 9	
			72	1157	SH		DEFINED 20	
			80	1287				
ISHARES TR	DJ US FINL SVC	464287770	7	101	SH		DEFINED 20	
			7	101				
ISHARES TR	DJ US FINL SEC	464287788	653	9400	SH		DEFINED 9	
			88	1261	SH		DEFINED 20	
			740	10661				
ISHARES TR	DJ US ENERGY	464287796	12	323	SH		DEFINED 9	
			53	1410	SH		DEFINED 20	
			65	1733				
ISHARES TR	S&P SMLCAP 600	464287804	12625	212141	SH		DEFINED 9	
			14762	248052	SH		DEFINED 20	
			2	40	SH		DEFINED 8	
			27389	460233				
ISHARES TR	CONS GOODS IDX	464287812	11	185	SH		DEFINED 20	
			11	185				
ISHARES TR	DJ US BAS MATL	464287838	6	100	SH		DEFINED 9	
			77	1342	SH		DEFINED 20	
			82	1442				
ISHARES TR	DJ US INDEX FD	464287846	663	11611	SH		DEFINED 20	
			663	11611				
ISHARES TR	S&P EURO PLUS	464287861	47	1184	SH		DEFINED 20	
			47	1184				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
ISHARES TR	S&P SMLCP VALU	464287879	2481	38144	SH		DEFINED 9	

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			2977	45760	SH	DEFINED	20
			15	225	SH	DEFINED	8
			-----	-----			
			5473	84129			
ISHARES TR	S&P SMLCP GROW	464287887	1717	27955	SH	DEFINED	9
			2496	40648	SH	DEFINED	20
			-----	-----			
			4213	68603			
ISHARES TR	LARGE VAL INDX	464288109	10	165	SH	DEFINED	9
			-----	-----			
			10	165			
ISHARES TR	S&P GLBIDX ETF	464288224	8	225	SH	DEFINED	20
			-----	-----			
			8	225			
ISHARES TR	MID GRWTH INDX	464288307	14	182	SH	DEFINED	8
			-----	-----			
			14	182			
ISHARES TR	S&P GLO INFRAS	464288372	4	110	SH	DEFINED	20
			-----	-----			
			4	110			
ISHARES TR	S&P NATL MUN B	464288414	1507	15482	SH	DEFINED	20
			-----	-----			
			1507	15482			
ISHARES TR	HIGH YLD CORP	464288513	931	11357	SH	DEFINED	9
			3691	45010	SH	DEFINED	20
			-----	-----			
			4622	56367			
ISHARES TR	INDL OFF INDEX	464288554	67	1900	SH	DEFINED	20
			-----	-----			
			67	1900			
ISHARES TR	MBS FIXED BDFD	464288588	92	900	SH	DEFINED	20
			-----	-----			
			92	900			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
ISHARES TR	LEHMAN INTER G	464288612	2270	22707	SH		DEFINED	9
			316	3162	SH		DEFINED	20
			-----	-----				
			2586	25869				
ISHARES TR	LEHMAN INTER C	464288638	28	300	SH		DEFINED	20

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			28	300		
ISHARES TR	LEHMAN 1-3 YR	464288646	2609	26689	SH	DEFINED 9
			29	300	SH	DEFINED 20
			2638	26989		
ISHARES TR	LEHMAN 10-20YR	464288653	1013	9500	SH	DEFINED 9
			1013	9500		
ISHARES TR	US PFD STK IDX	464288687	5403	190238	SH	DEFINED 9
			8354	294142	SH	DEFINED 20
			13756	484380		
ISHARES TR	S&G GL MATERIA	464288695	3	60	SH	DEFINED 20
			3	60		
ISHARES TR	DJ REGIONAL BK	464288778	3	100	SH	DEFINED 9
			21	650	SH	DEFINED 20
			24	750		
ISHARES TR	DJ INS INDX FD	464288786	8	236	SH	DEFINED 20
			8	236		
ISHARES TR	KLD SL SOC INX	464288802	18	350	SH	DEFINED 9
			15	300	SH	DEFINED 20
			33	650		
ISHARES TR	DJ MED DEVICES	464288810	2	29	SH	DEFINED 8
			2	29		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
ISHARES TR	RSSL MCRCP IDX	464288869	400	8980	SH		DEFINED 20	
			400	8980				
ISHARES TR	MSCI VAL IDX	464288877	1283	25432	SH		DEFINED 9	
			25	500	SH		DEFINED 8	
			1308	25932				
ISHARES TR	MSCI GRW IDX	464288885	1091	19279	SH		DEFINED 9	

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			-----	-----		
			1091	19279		
ISIS PHARMACEUTICALS INC	COM	464330109	3	175 SH	DEFINED	20
			-----	-----		
			3	175		
ITRON INC	COM	465741106	617	6968 SH	DEFINED	9
			724	8175 SH	DEFINED	20
			-----	-----		
			1341	15143		
J & J SNACK FOODS CORP	COM	466032109	3	95 SH	DEFINED	9
			-----	-----		
			3	95		
JA SOLAR HOLDINGS CO LTD	SPON ADR	466090107	43	4038 SH	DEFINED	9
			-----	-----		
			43	4038		
J CREW GROUP INC	COM	46612H402	9	310 SH	DEFINED	20
			-----	-----		
			9	310		
JDS UNIPHASE CORP	COM PAR \$0.001	46612J507	4	531 SH	DEFINED	9
			1	168 SH	DEFINED	20
			-----	-----		
			6	699		
JPMORGAN & CHASE & CO	COM	46625H100	82251	1761268 SH	DEFINED	9
			44788	959050 SH	DEFINED	20
			73	1563 SH	DEFINED	8
			-----	-----		
			127112	2721881		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN CALL	PUT/ DSCRETN	INVSTMT	O MA
J2 GLOBAL COMMUNICATIONS INC	COM NEW	46626E205	93	4000 SH		DEFINED	9	
			-----	-----				
			93	4000				
JABIL CIRCUIT INC	COM	466313103	220	23062 SH		DEFINED	9	
			57	6000 SH		DEFINED	20	
			-----	-----				
			277	29062				
JACK IN THE BOX INC	COM	466367109	24	1125 SH		DEFINED	9	
			-----	-----				
			24	1125				
JACOBS ENGR GROUP INC DEL	COM	469814107	4658	85763 SH		DEFINED	9	

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				2120	39034	SH	DEFINED	20
				-----	-----			
				6778	124797			
JANUS CAP GROUP INC	COM	47102X105		9	371	SH	DEFINED	9
				-----	-----			
				9	371			
JARDEN CORP	COM	471109108		16	698	SH	DEFINED	9
				-----	-----			
				16	698			
JEFFERIES GROUP INC NEW	COM	472319102		294	13127	SH	DEFINED	9
				-----	-----			
				268	11959	SH	DEFINED	20
				-----	-----			
				562	25086			
JETBLUE AIRWAYS CORP	NOTE	3.500% 7	477143AB7	298	3000	SH	DEFINED	9
				-----	-----			
				298	3000			
JO-ANN STORES INC	COM	47758P307		90	4300	SH	DEFINED	9
				-----	-----			
				90	4300			
JOHN BEAN TECHNOLOGIES CORP	COM	477839104		9	728	SH	DEFINED	9
				-----	-----			
				9	728			

FORM 13F SEC NO 28-539
NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
JOHNSON & JOHNSON	COM	478160104	115231	1663268	SH		DEFINED	9
			68949	995221	SH		DEFINED	20
			139	2010	SH		DEFINED	8
			-----	-----				
			184319	2660499				
JOHNSON CTLS INC	COM	478366107	9108	300298	SH		DEFINED	9
			4614	152124	SH		DEFINED	20
			6	200	SH		DEFINED	8
			-----	-----				
			13728	452622				
JONES APPAREL GROUP INC	COM	480074103	151	8147	SH		DEFINED	9
			1	34	SH		DEFINED	20
			-----	-----				
			151	8181				
JONES LANG LASALLE INC	COM	48020Q107	42	970	SH		DEFINED	9
			-----	-----				
			42	970				

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JOS A BANK CLOTHIERS INC	COM	480838101	12	347	SH	DEFINED 9
			10	300	SH	DEFINED 20
			-----	-----		
			22	647		
JOY GLOBAL INC	COM	481165108	2506	55522	SH	DEFINED 9
			2292	50785	SH	DEFINED 20
			-----	-----		
			4799	106307		
JUNIPER NETWORKS INC	COM	48203R104	612	29030	SH	DEFINED 9
			156	7401	SH	DEFINED 20
			-----	-----		
			768	36431		
KBR INC	COM	48242W106	118	7730	SH	DEFINED 9
			89	5796	SH	DEFINED 20
			-----	-----		
			207	13526		
KLA-TENCOR CORP	COM	482480100	81	2565	SH	DEFINED 9
			-----	-----		
			81	2565		

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NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PUT/ PRN CALL	INVSTMT DSCRETN	O MA
-----	-----	-----	-----	-----	-----	-----	-----
KMG CHEMICALS INC	COM	482564101	7	1000	SH	DEFINED 9	
			-----	-----			
			7	1000			
KADANT INC	COM	48282T104	21	925	SH	DEFINED 9	
			-----	-----			
			21	925			
KANSAS CITY SOUTHERN	COM NEW	485170302	527	11870	SH	DEFINED 9	
			35	780	SH	DEFINED 20	
			-----	-----			
			561	12650			
KAYNE ANDERSON ENRGY TTL RT	COM	48660P104	7	300	SH	DEFINED 9	
			-----	-----			
			7	300			
KB HOME	COM	48666K109	3	164	SH	DEFINED 9	
			-----	-----			
			3	164			
KELLOGG CO	COM	487836108	13851	246903	SH	DEFINED 9	
			17627	314210	SH	DEFINED 20	
			-----	-----			

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			31479	561113		
KENDLE INTERNATIONAL INC	COM	48880L107	28	625	SH	DEFINED 9
			-----	-----		
			28	625		
KENEXA CORP	COM	488879107	1	52	SH	DEFINED 9
			-----	-----		
			1	52		
KENNAMETAL INC	COM	489170100	119	4406	SH	DEFINED 9
			-----	-----		
			119	4406		
KENSEY NASH CORP	COM	490057106	31	1000	SH	DEFINED 20
			-----	-----		
			31	1000		
KEY ENERGY SVCS INC	COM	492914106	37	3226	SH	DEFINED 9
			-----	-----		
			37	3226		

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NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN CALL	PUT/ DSCRETN	INVSTMT	O
-----	-----	-----	-----	-----	-----	-----	-----	-----
KEYCORP NEW	COM	493267108	2238	187468	SH		DEFINED 9	
			1110	92979	SH		DEFINED 20	
			-----	-----				
			3349	280447				
KFORCE INC	COM	493732101	204	20000	SH		DEFINED 20	
			-----	-----				
			204	20000				
KIMBERLY CLARK CORP	COM	494368103	6071	93625	SH		DEFINED 9	
			5606	86452	SH		DEFINED 20	
			-----	-----				
			11676	180077				
KIMCO REALTY CORP	COM	49446R109	407	11010	SH		DEFINED 9	
			94	2552	SH		DEFINED 20	
			-----	-----				
			501	13562				
KINDER MORGAN MANAGEMENT LLC	SHS	49455U100	114	2315	SH		DEFINED 9	
			391	7941	SH		DEFINED 20	
			-----	-----				
			505	10256				
KINDER MORGAN ENERGY PARTNER	UT LTD PARTNER	494550106	1767	33962	SH		DEFINED 9	
			2514	48319	SH		DEFINED 20	
			21	400	SH		DEFINED 8	

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
			4302	82681				
KINDRED HEALTHCARE INC	COM	494580103	256	9301	SH		DEFINED 9	
			26	952	SH		DEFINED 20	
			283	10253				
KINETIC CONCEPTS INC	COM NEW	49460W208	74	2575	SH		DEFINED 9	
			3	100	SH		DEFINED 20	
			76	2675				
KING PHARMACEUTICALS INC	COM	495582108	29	3026	SH		DEFINED 9	
			5	500	SH		DEFINED 20	
			34	3526				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
KIRBY CORP	COM	497266106	15	400	SH		DEFINED 20	
			15	400				
KNOLL INC	COM NEW	498904200	88	5840	SH		DEFINED 9	
			243	16068	SH		DEFINED 20	
			331	21908				
KNIGHT CAPITAL GROUP INC	CL A	499005106	20	1375	SH		DEFINED 9	
			20	1375				
KOHL'S CORP	COM	500255104	239	5196	SH		DEFINED 9	
			356	7732	SH		DEFINED 20	
			596	12928				
KONINKLIJKE PHILIPS ELECTRS	NY REG SH NEW	500472303	385	14135	SH		DEFINED 9	
			22	822	SH		DEFINED 20	
			408	14957				
KOREA ELECTRIC PWR	SPONSORED ADR	500631106	1	100	SH		DEFINED 20	
			1	100				
KORN FERRY INTL	COM NEW	500643200	100	5629	SH		DEFINED 9	
			208	11698	SH		DEFINED 20	
			309	17327				

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KOSS CORP	COM	500692108	8	500	SH	DEFINED 20
			-----	-----		
			8	500		
KRAFT FOODS INC	CL A	50075N104	9039	275990	SH	DEFINED 9
			13446	410569	SH	DEFINED 20
			-----	-----		
			22485	686559		
KROGER CO	COM	501044101	7267	264444	SH	DEFINED 9
			5752	209305	SH	DEFINED 20
			-----	-----		
			13019	473749		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN CALL	PUT/ DSCRETN	INVSTMT	O
-----	-----	-----	-----	-----	-----	-----	-----	-----
KRONOS WORLDWIDE INC	COM	50105F105	1	51	SH	DEFINED 9		
			-----	-----				
			1	51				
KUBOTA CORP	ADR	501173207	89	2836	SH	DEFINED 9		
			101	3220	SH	DEFINED 20		
			-----	-----				
			190	6056				
KULICKE & SOFFA INDS INC	COM	501242101	2	500	SH	DEFINED 20		
			-----	-----				
			2	500				
KYOCERA CORP	ADR	501556203	16	214	SH	DEFINED 9		
			26	335	SH	DEFINED 20		
			-----	-----				
			42	549				
LCA-VISION INC	COM PAR \$.001	501803308	35	7500	SH	DEFINED 9		
			-----	-----				
			35	7500				
LKQ CORP	COM	501889208	1045	61550	SH	DEFINED 9		
			266	15657	SH	DEFINED 20		
			-----	-----				
			1310	77207				
LL & E RTY TR	UNIT BEN INT	502003106	1	500	SH	DEFINED 9		
			9	5047	SH	DEFINED 20		
			-----	-----				
			10	5547				
LSI INDS INC	COM	50216C108	44	5303	SH	DEFINED 9		
			-----	-----				

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			44	5303		
LSI CORPORATION	COM	502161102	9	1769 SH	DEFINED	9
			2	284 SH	DEFINED	20
			-----	-----		
			11	2053		
LTC PPTYS INC	COM	502175102	25	850 SH	DEFINED	9
			11	385 SH	DEFINED	20
			-----	-----		
			36	1235		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN CALL	PUT/ INVSTMT DSCRETN	O MA
L-3 COMMUNICATIONS CORP	DEBT 3.000% 8	502413AW7	3929	36000	SH	DEFINED	9
			-----	-----			
			3929	36000			
L-3 COMMUNICATIONS HLDGS INC	COM	502424104	16076	163502	SH	DEFINED	9
			3796	38609	SH	DEFINED	20
			3	32	SH	DEFINED	8
			-----	-----			
			19875	202143			
LA Z BOY INC	COM	505336107	136	14559	SH	DEFINED	9
			2424	260050	SH	DEFINED	20
			-----	-----			
			2559	274609			
LABORATORY CORP AMER HLDGS	COM NEW	50540R409	11355	163377	SH	DEFINED	9
			7749	111497	SH	DEFINED	20
			2	27	SH	DEFINED	8
			-----	-----			
			19106	274901			
LACLEDE GROUP INC	COM	505597104	115	2380	SH	DEFINED	9
			-----	-----			
			115	2380			
LAKELAND FINL CORP	COM	511656100	231	10540	SH	DEFINED	9
			332	15108	SH	DEFINED	20
			-----	-----			
			563	25648			
LAM RESEARCH CORP	COM	512807108	31	999	SH	DEFINED	9
			41	1296	SH	DEFINED	20
			-----	-----			
			72	2295			
LANCE INC	COM	514606102	113	4996	SH	DEFINED	9
			238	10501	SH	DEFINED	20

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			352	15497		
LANDEC CORP	COM	514766104	19	2268	SH	DEFINED 9
			20	2438	SH	DEFINED 20
			39	4706		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
LANDSTAR SYS INC	COM	515098101	1	13	SH		DEFINED 20	
			1	13				
LAS VEGAS SANDS CORP	COM	517834107	196	5415	SH		DEFINED 9	
			196	5415				
LASALLE HOTEL PPTYS	COM SH BEN INT	517942108	346	14853	SH		DEFINED 9	
			32	1390	SH		DEFINED 20	
			379	16243				
LATIN AMERN DISCOVERY FD INC	COM	51828C106	11	644	SH		DEFINED 9	
			11	644				
LAUDER ESTEE COS INC	CL A	518439104	2341	46912	SH		DEFINED 9	
			284	5695	SH		DEFINED 20	
			2626	52607				
LAWSON SOFTWARE INC NEW	COM	52078P102	0	35	SH		DEFINED 20	
				35				
LAYNE CHRISTENSEN CO	COM	521050104	350	9890	SH		DEFINED 9	
			477	13461	SH		DEFINED 20	
			827	23351				
LAZARE KAPLAN INTL INC	COM	521078105	28	3600	SH		DEFINED 9	
			28	3600				
LEAP WIRELESS INTL INC	COM NEW	521863308	21	552	SH		DEFINED 9	
			19	511	SH		DEFINED 20	
			41	1063				
LEAR CORP	COM	521865105	0	37	SH		DEFINED 20	

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
LEGGETT & PLATT INC	COM	524660107	149	6823	SH		DEFINED	9
			23	1050	SH		DEFINED	20
			172	7873				
LEGG MASON INC	COM	524901105	743	19518	SH		DEFINED	9
			410	10774	SH		DEFINED	20
			1153	30292				
LEHMAN BROS HLDGS INC	COM	524908100	0	2244	SH		DEFINED	9
			0	1411	SH		DEFINED	20
			1	3655				
LENDER PROCESSING SVCS INC	COM	52602E102	70	2290	SH		DEFINED	9
			238	7800	SH		DEFINED	20
			308	10090				
LENNAR CORP	CL A	526057104	5	322	SH		DEFINED	9
			5	322				
LENNOX INTL INC	COM	526107107	27	800	SH		DEFINED	20
			27	800				
LEUCADIA NATL CORP	COM	527288104	121	2652	SH		DEFINED	9
			27	604	SH		DEFINED	20
			148	3256				
LEVEL 3 COMMUNICATIONS INC	COM	52729N100	1	500	SH		DEFINED	9
			17	6314	SH		DEFINED	20
			18	6814				
LEXMARK INTL NEW	CL A	529771107	6	175	SH		DEFINED	9
			33	1013	SH		DEFINED	20
			39	1188				
LIBERTY ALL STAR EQUITY FD	SH BEN INT	530158104	36	7960	SH		DEFINED	20
			36	7960				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN CALL	PUT/ DSCRETN	INVSTMT	O MA
LIBERTY GLOBAL INC	COM SER A	530555101	3	106	SH		DEFINED	20
			3	106				
LIBERTY GLOBAL INC	COM SER C	530555309	2	66	SH		DEFINED	20
			2	66				
LIBERTY MEDIA CORP NEW	INT COM SER A	53071M104	5	350	SH		DEFINED	20
			5	350				
LIBERTY MEDIA CORP NEW	CAP COM SER A	53071M302	2	180	SH		DEFINED	20
			2	180				
LIBERTY MEDIA CORP NEW	ENT COM SER A	53071M500	37	1471	SH		DEFINED	9
			8	315	SH		DEFINED	20
			45	1786				
LIBERTY MEDIA CORP NEW	DEB 3.125% 3	530718AF2	3554	39000	SH		DEFINED	9
			3554	39000				
LIFEPOINT HOSPITALS INC	COM	53219L109	1	44	SH		DEFINED	9
			91	2819	SH		DEFINED	20
			92	2863				
LIGAND PHARMACEUTICALS INC	CL B	53220K207	1	500	SH		DEFINED	20
			1	500				
LIFETIME BRANDS INC	COM	53222Q103	1	80	SH		DEFINED	9
			1	80				
LILLY ELI & CO	COM	532457108	9920	225291	SH		DEFINED	9
			9790	222338	SH		DEFINED	20
			13	302	SH		DEFINED	8
			19722	447931				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN CALL	PUT/ DSCRETN	INVSTMT	O MA
LIMELIGHT NETWORKS INC	COM	53261M104	8	3000	SH		DEFINED	9
			8	3000				
LIMITED BRANDS INC	COM	532716107	358	20691	SH		DEFINED	9
			19	1100	SH		DEFINED	20
			377	21791				
LINCARE HLDGS INC	COM	532791100	118	3914	SH		DEFINED	9
			3	95	SH		DEFINED	20
			121	4009				
LINCOLN ELEC HLDGS INC	COM	533900106	645	10037	SH		DEFINED	9
			3898	60611	SH		DEFINED	20
			4543	70648				
LINCOLN NATL CORP IND	COM	534187109	1711	39977	SH		DEFINED	9
			1833	42816	SH		DEFINED	20
			3544	82793				
LINEAR TECHNOLOGY CORP	COM	535678106	748	24396	SH		DEFINED	9
			147	4781	SH		DEFINED	20
			895	29177				
LIONS GATE ENTMNT CORP	COM NEW	535919203	1	100	SH		DEFINED	9
			1	100				
LINN ENERGY LLC	UNIT LTD LIAB	536020100	24	1600	SH		DEFINED	9
			24	1600				
LIVE NATION INC	COM	538034109	1	46	SH		DEFINED	20
			1	46				
LIZ CLAIBORNE INC	COM	539320101	85	5181	SH		DEFINED	9
			12	720	SH		DEFINED	20
			1	51	SH		DEFINED	8
			98	5952				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
LLOYDS TSB GROUP PLC	SPONSORED ADR	539439109	8	500	SH		DEFINED 9	
			5	296	SH		DEFINED 20	
			13	796				
LOCKHEED MARTIN CORP	COM	539830109	1362	12416	SH		DEFINED 9	
			6444	58760	SH		DEFINED 20	
			7806	71176				
LOGGIAN INC	COM PAR \$.01	54021P403	15	1900	SH		DEFINED 20	
			15	1900				
LOEWS CORP	COM	540424108	473	11975	SH		DEFINED 9	
			4	97	SH		DEFINED 20	
			477	12072				
LORILLARD INC	COM	544147101	66	926	SH		DEFINED 9	
			6	81	SH		DEFINED 20	
			72	1007				
LOUISIANA PAC CORP	COM	546347105	21	2300	SH		DEFINED 20	
			21	2300				
LOWES COS INC	COM	548661107	14113	595735	SH		DEFINED 9	
			2879	121522	SH		DEFINED 20	
			16992	717257				
LUBRIZOL CORP	COM	549271104	1016	23546	SH		DEFINED 9	
			342	7935	SH		DEFINED 20	
			1358	31481				
M & T BK CORP	COM	55261F104	123	1375	SH		DEFINED 9	
			123	1375				
MBIA INC	COM	55262C100	72	6018	SH		DEFINED 9	
			72	6018				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
MBIA CAP CLAYMORE MNG DUR IN	COM	55266X100	133	13332	SH		DEFINED	20
			133	13332				
MDU RES GROUP INC	COM	552690109	2684	92557	SH		DEFINED	9
			284	9785	SH		DEFINED	20
			2968	102342				
MEMC ELECTR MATLS INC	COM	552715104	174	6154	SH		DEFINED	9
			23	808	SH		DEFINED	20
			197	6962				
MFA MTG INVTS INC	COM	55272X102	22	3425	SH		DEFINED	9
			22	3425				
MFS CHARTER INCOME TR	SH BEN INT	552727109	41	5533	SH		DEFINED	9
			7	1000	SH		DEFINED	20
			48	6533				
MFS INTER INCOME TR	SH BEN INT	55273C107	119	20161	SH		DEFINED	9
			33	5500	SH		DEFINED	20
			152	25661				
MFS MULTIMARKET INCOME TR	SH BEN INT	552737108	26	5132	SH		DEFINED	9
			26	5132				
MGIC INVT CORP WIS	COM	552848103	19	2681	SH		DEFINED	9
			19	2681				
MFS GOVT MKTS INCOME TR	SH BEN INT	552939100	21	3414	SH		DEFINED	9
			21	3414				
MGM MIRAGE	COM	552953101	4	141	SH		DEFINED	9
			142	4968	SH		DEFINED	20
			146	5109				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
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MI DEVS INC	CL A SUB VTG	55304X104	10	558	SH	DEFINED	20
			-----	-----			
			10	558			
MKS INSTRUMENT INC	COM	55306N104	25	1275	SH	DEFINED	9
			-----	-----			
			25	1275			
MPS GROUP INC	COM	553409103	18	1800	SH	DEFINED	9
			-----	-----			
			18	1800			
MSC INDL DIRECT INC	CL A	553530106	129	2794	SH	DEFINED	9
			-----	-----			
			129	2794			
MSC SOFTWARE CORP	COM	553531104	11	1000	SH	DEFINED	20
			-----	-----			
			11	1000			
MTS SYS CORP	COM	553777103	1	33	SH	DEFINED	9
			-----	-----			
			1	33			
MVC CAPITAL INC	COM	553829102	31	2000	SH	DEFINED	9
			-----	-----			
			31	2000			
MWI VETERINARY SUPPLY INC	COM	55402X105	2	49	SH	DEFINED	9
			-----	-----			
			2	49			
MACATAWA BK CORP	COM	554225102	91	13062	SH	DEFINED	20
			-----	-----			
			91	13062			
MACERICH CO	COM	554382101	75	1178	SH	DEFINED	20
			-----	-----			
			75	1178			
MACQUARIE FT TR GB INF UT DI	COM	55607W100	26	1838	SH	DEFINED	20
			-----	-----			
			26	1838			

FORM 13F
NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08 SEC NO 28-539

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
-----	-----	-----	-----	-----	-----	-----	-----	-----
MACQUARIE INFRASTR CO LLC	MEMBERSHIP INT	55608B105	11	800	SH		DEFINED	9
			-----	-----				
			11	800				
MACYS INC	COM	55616P104	928	51636	SH		DEFINED	9

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			491	27321	SH	DEFINED	20
			-----	-----			
			1420	78957			
MAGELLAN MIDSTREAM HLDGS LP	COM LP INTS	55907R108	10	600	SH	DEFINED	9
			-----	-----			
			10	600			
MAGELLAN MIDSTREAM PRTNRS LP	COM UNIT RP LP	559080106	117	3600	SH	DEFINED	9
			-----	-----			
			117	3600			
MAGNA INTL INC	CL A	559222401	30	583	SH	DEFINED	9
			203	3975	SH	DEFINED	20
			-----	-----			
			233	4558			
MAIDENFORM BRANDS INC	COM	560305104	20	1375	SH	DEFINED	9
			5	350	SH	DEFINED	20
			-----	-----			
			25	1725			
MAINSOURCE FINANCIAL GP INC	COM	56062Y102	198	10108	SH	DEFINED	9
			20	1030	SH	DEFINED	20
			-----	-----			
			218	11138			
MALAYSIA FD INC	COM	560905101	67	10000	SH	DEFINED	9
			-----	-----			
			67	10000			
MANHATTAN ASSOCS INC	COM	562750109	47	2094	SH	DEFINED	9
			25	1127	SH	DEFINED	20
			-----	-----			
			72	3221			
MANITOWOC INC	COM	563571108	49	3135	SH	DEFINED	9
			73	4700	SH	DEFINED	20
			-----	-----			
			122	7835			

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NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
MANPOWER INC	COM	56418H100	256	5922	SH		DEFINED	9
			217	5025	SH		DEFINED	20
			-----	-----				
			472	10947				
MANULIFE FINL CORP	COM	56501R106	4189	114162	SH		DEFINED	9
			1834	49989	SH		DEFINED	20
			-----	-----				

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			6023	164151		
MARATHON OIL CORP	COM	565849106	12426	311664	SH	DEFINED 9
			12456	312410	SH	DEFINED 20
			24	611	SH	DEFINED 8
			-----	-----		
			24906	624685		
MARINE PETE TR	UNIT BEN INT	568423107	2	100	SH	DEFINED 20
			-----	-----		
			2	100		
MARINER ENERGY INC	COM	56845T305	274	13374	SH	DEFINED 9
			359	17512	SH	DEFINED 20
			-----	-----		
			633	30886		
MARKEL CORP	COM	570535104	114	325	SH	DEFINED 9
			423	1203	SH	DEFINED 20
			-----	-----		
			537	1528		
MARKET VECTORS ETF TR	GOLD MINER ETF	57060U100	50	1475	SH	DEFINED 9
			7	200	SH	DEFINED 20
			-----	-----		
			57	1675		
MARKET VECTORS ETF TR	RUSSIA ETF	57060U506	3	103	SH	DEFINED 20
			-----	-----		
			3	103		
MARKET VECTORS ETF TR	AGRIBUS ETF	57060U605	7	200	SH	DEFINED 9
			18	500	SH	DEFINED 20
			-----	-----		
			26	700		

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NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PUT/ INVSTMT PRN CALL DSCRETN	O MA
MARSH & MCLENNAN COS INC	COM	571748102	946	29772	SH	DEFINED 9
			98	3100	SH	DEFINED 20
			-----	-----		
			1044	32872		
MARSHALL & ILSLEY CORP NEW	COM	571837103	1790	88849	SH	DEFINED 9
			1228	60948	SH	DEFINED 20
			-----	-----		
			3018	149797		
MARRIOTT INTL INC NEW	CL A	571903202	4609	176654	SH	DEFINED 9
			6207	237921	SH	DEFINED 20
			-----	-----		

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		10816		414575			
MARTEN TRANS LTD	COM	573075108	145	7448	SH	DEFINED	9
			15	770	SH	DEFINED	20
			-----	-----			
			160	8218			
MARTHA STEWART LIVING OMNIME	CL A	573083102	3	299	SH	DEFINED	20
			-----	-----			
			3	299			
MARTIN MARIETTA MATLS INC	COM	573284106	332	2966	SH	DEFINED	9
			205	1832	SH	DEFINED	20
			-----	-----			
			537	4798			
MARVEL ENTERTAINMENT INC	COM	57383T103	9	275	SH	DEFINED	9
			5	140	SH	DEFINED	20
			-----	-----			
			14	415			
MASCO CORP	COM	574599106	220	12259	SH	DEFINED	9
			138	7669	SH	DEFINED	20
			-----	-----			
			358	19928			
MASIMO CORP	COM	574795100	532	14311	SH	DEFINED	9
			87	2330	SH	DEFINED	20
			-----	-----			
			619	16641			

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NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PUT/ INVSTMT	MA
MASSEY ENERGY CORP	COM	576206106	33	922	SH	DEFINED 9
			4	100	SH	DEFINED 20
			-----	-----		
			36	1022		
MASTERCARD INC	CL A	57636Q104	241	1358	SH	DEFINED 9
			26	145	SH	DEFINED 20
			-----	-----		
			267	1503		
MATTEL INC	COM	577081102	2033	112673	SH	DEFINED 9
			1029	57051	SH	DEFINED 20
			-----	-----		
			3062	169724		
MATTSON TECHNOLOGY INC	COM	577223100	24	5150	SH	DEFINED 9
			-----	-----		
			24	5150		

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MAXWELL TECHNOLOGIES INC	COM	577767106	40	3000	SH	DEFINED	9
			-----	-----			
			40	3000			
MAXXAM INC	COM	577913106	7	500	SH	DEFINED	20
			-----	-----			
			7	500			
MAXIMUS INC	COM	577933104	46	1248	SH	DEFINED	9
			49	1337	SH	DEFINED	20
			-----	-----			
			95	2585			
MBT FINL CORP	COM	578877102	2	500	SH	DEFINED	9
			810	174274	SH	DEFINED	20
			-----	-----			
			813	174774			
MCAFEE INC	COM	579064106	66	1931	SH	DEFINED	9
			1	16	SH	DEFINED	20
			-----	-----			
			66	1947			
MCCORMICK & CO INC	COM NON VTG	579780206	1806	46969	SH	DEFINED	9
			36	948	SH	DEFINED	20
			-----	-----			
			1842	47917			

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NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
MCDERMOTT INTL INC	COM	580037109	916	35854	SH		DEFINED	9
			229	8961	SH		DEFINED	20
			-----	-----				
			1145	44815				
MCDONALDS CORP	COM	580135101	33396	541261	SH		DEFINED	9
			27730	449431	SH		DEFINED	20
			111	1794	SH		DEFINED	8
			-----	-----				
			61237	992486				
MCG CAPITAL CORP	COM	58047P107	7	2600	SH		DEFINED	20
			-----	-----				
			7	2600				
MCGRAW HILL COS INC	COM	580645109	4416	139709	SH		DEFINED	9
			1026	32468	SH		DEFINED	20
			-----	-----				
			5443	172177				

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MCKESSON CORP	COM	58155Q103	617 463	11469 8606	SH SH	DEFINED 9 DEFINED 20
			-----	-----		
			1080	20075		
MCMORAN EXPLORATION CO	COM	582411104	0	10	SH	DEFINED 20
			-----	-----		
				10		
MEADWESTVACO CORP	COM	583334107	278 1	11907 34	SH SH	DEFINED 9 DEFINED 20
			-----	-----		
			278	11941		
MEDAREX INC	COM	583916101	26 3	4000 400	SH SH	DEFINED 9 DEFINED 20
			-----	-----		
			28	4400		
MEDCATH CORP	COM	58404W109	30	1695	SH	DEFINED 9
			-----	-----		
			30	1695		

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NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
-----	-----	-----	-----	-----	-----	-----	-----	-----
MEDCO HEALTH SOLUTIONS INC	COM	58405U102	7963 7565	176963 168111	SH SH		DEFINED 9 DEFINED 20	
			-----	-----				
			15528	345074				
MEDICAL ACTION INDS INC	COM	58449L100	10	750	SH		DEFINED 9	
			-----	-----				
			10	750				
MEDICAL PPTYS TRUST INC	COM	58463J304	1	101	SH		DEFINED 9	
			-----	-----				
			1	101				
MEDICIS PHARMACEUTICAL CORP	CL A NEW	584690309	31 22	2076 1480	SH SH		DEFINED 9 DEFINED 20	
			-----	-----				
			53	3556				
MEDTOX SCIENTIFIC INC	COM NEW	584977201	9 9	707 753	SH SH		DEFINED 9 DEFINED 20	
			-----	-----				
			18	1460				
MEDTRONIC INC	NOTE 1.500% 4	585055AL0	4577	46000	SH		DEFINED 9	
			-----	-----				
			4577	46000				

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MEDTRONIC INC	NOTE	1.625% 4	585055AM8	3781	38000	SH	DEFINED	9
				-----	-----			
				3781	38000			
MEDTRONIC INC	COM		585055106	24314	485298	SH	DEFINED	9
				15478	308938	SH	DEFINED	20
				13	250	SH	DEFINED	8
				-----	-----			
				39804	794486			
MENS WEARHOUSE INC	COM		587118100	4	170	SH	DEFINED	20
				-----	-----			
				4	170			
MENTOR CORP MINN	COM		587188103	225	9434	SH	DEFINED	9
				323	13521	SH	DEFINED	20
				-----	-----			
				548	22955			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN CALL	PUT/ CALL	INVSTMT DSCRETN	O MA
MERCANTILE BANK CORP	COM	587376104	3	346	SH		DEFINED	20
			-----	-----				
			3	346				
MERCK & CO INC	COM	589331107	15642	495640	SH		DEFINED	9
			8609	272792	SH		DEFINED	20
			32	1000	SH		DEFINED	8
			-----	-----				
			24283	769432				
MERCURY GENL CORP NEW	COM	589400100	15	275	SH		DEFINED	9
			-----	-----				
			15	275				
MEREDITH CORP	COM	589433101	81	2881	SH		DEFINED	9
			-----	-----				
			81	2881				
MERIDIAN BIOSCIENCE INC	COM	589584101	144	4956	SH		DEFINED	9
			-----	-----				
			144	4956				
MERIT MED SYS INC	COM	589889104	298	15854	SH		DEFINED	9
			420	22360	SH		DEFINED	20
			-----	-----				
			717	38214				
MERRILL LYNCH & CO INC	COM	590188108	8	300	SH		DEFINED	9
			4	150	SH		DEFINED	20

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/PRN AMT	SH/PRN	PUT/ CALL	INVSTMT DCRETN	O MA
			11	450				
METAVANTE TECHNOLOGIES INC	COM	591407101	19	1005	SH		DEFINED 9	
			87	4509	SH		DEFINED 20	
			106	5514				
METLIFE INC	COM	59156R108	8157	145653	SH		DEFINED 9	
			6129	109446	SH		DEFINED 20	
			4	68	SH		DEFINED 8	
			14289	255167				
METROPICS COMMUNICATIONS INC	COM	591708102	17	1185	SH		DEFINED 9	
			17	1185				

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NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/PRN AMT	SH/PRN	PUT/ CALL	INVSTMT DCRETN	O MA
METTLER TOLEDO INTERNATIONAL	COM	592688105	1490	15204	SH		DEFINED 9	
			546	5570	SH		DEFINED 20	
			2036	20774				
MFS INVT GRADE MUN TR	SH BEN INT	59318B108	38	5000	SH		DEFINED 9	
			3	393	SH		DEFINED 20	
			41	5393				
MFS HIGH YIELD MUN TR	SH BEN INT	59318E102	8	2000	SH		DEFINED 9	
			8	2000				
MFS INTERMARKET INCOME TRUST	SH BEN INT	59318R103	5	800	SH		DEFINED 9	
			5	800				
MICROS SYS INC	COM	594901100	89	3320	SH		DEFINED 9	
			33	1256	SH		DEFINED 20	
			122	4576				
MICROSOFT CORP	COM	594918104	67665	2535217	SH		DEFINED 9	
			31965	1197635	SH		DEFINED 20	
			53	1990	SH		DEFINED 8	
			99683	3734842				
MICROSTRATEGY INC	CL A NEW	594972408	37	625	SH		DEFINED 9	

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				37	625		
MICROCHIP TECHNOLOGY INC	COM	595017104	5975	203014	SH	DEFINED	9
			10486	356309	SH	DEFINED	20
			-----	-----			
			16461	559323			
MICRON TECHNOLOGY INC	COM	595112103	10	2378	SH	DEFINED	9
			1	181	SH	DEFINED	8
			-----	-----			
			10	2559			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
MICROSEMI CORP	COM	595137100	334	13092	SH		DEFINED	9
			53	2076	SH		DEFINED	20
			-----	-----				
			386	15168				
MID-AMER APT CMNTYS INC	COM	59522J103	1	17	SH		DEFINED	9
			-----	-----				
			1	17				
MIDCAP SPDR TR	UNIT SER 1	595635103	2144	16270	SH		DEFINED	9
			1036	7864	SH		DEFINED	20
			-----	-----				
			3181	24134				
MIDDLEBY CORP	COM	596278101	7	134	SH		DEFINED	9
			-----	-----				
			7	134				
MIDWEST BANC HOLDINGS INC	COM	598251106	23	5688	SH		DEFINED	20
			-----	-----				
			23	5688				
MILLER HERMAN INC	COM	600544100	5	200	SH		DEFINED	9
			222	9082	SH		DEFINED	20
			-----	-----				
			227	9282				
MILLIPORE CORP	NOTE 3.750% 6	601073AD1	284	3000	SH		DEFINED	9
			-----	-----				
			284	3000				
MILLIPORE CORP	COM	601073109	100	1451	SH		DEFINED	9
			-----	-----				
			100	1451				
MINDRAY MEDICAL INTL LTD	SPON ADR	602675100	7	208	SH		DEFINED	20
			-----	-----				

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			7	208		
MINDSPEED TECHNOLOGIES INC	COM NEW	602682205	1	587 SH	DEFINED	20
			-----	-----		
			1	587		
MINE SAFETY APPLIANCES CO	COM	602720104	12	325 SH	DEFINED	9
			-----	-----		
			12	325		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN CALL	PUT/ DSCRETN	INVSTMT	O
-----	-----	-----	-----	-----	-----	-----	-----	-----
MIRANT CORP NEW	*W EXP 01/03/2	60467R118	0	34 SH			DEFINED	9
			0	28 SH			DEFINED	20
			-----	-----				
				62				
MITSUBISHI UFJ FINL GROUP IN	SPONSORED ADR	606822104	492	56287 SH			DEFINED	9
			410	46884 SH			DEFINED	20
			-----	-----				
			902	103171				
mitsui & co ltd	ADR	606827202	40	164 SH			DEFINED	9
			663	2703 SH			DEFINED	20
			5	20 SH			DEFINED	8
			-----	-----				
			708	2887				
MOBILE MINI INC	COM	60740F105	23	1178 SH			DEFINED	9
			21	1106 SH			DEFINED	20
			-----	-----				
			44	2284				
MOLINA HEALTHCARE INC	COM	60855R100	232	7485 SH			DEFINED	9
			24	764 SH			DEFINED	20
			-----	-----				
			256	8249				
MOLEX INC	COM	608554101	24	1057 SH			DEFINED	9
			-----	-----				
			24	1057				
MOLSON COORS BREWING CO	NOTE 2.500% 7	60871RAA8	5623	52000 SH			DEFINED	9
			-----	-----				
			5623	52000				
MOLSON COORS BREWING CO	CL B	60871R209	1616	34564 SH			DEFINED	9
			3684	78801 SH			DEFINED	20
			9	200 SH			DEFINED	8
			-----	-----				
			5309	113565				

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MONACO COACH CORP	COM	60886R103	2	1000	SH	DEFINED	9
			-----	-----			
			2	1000			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN CALL	PUT/ DSCRETN	INVSTMT	O MA
-----	-----	-----	-----	-----	-----	-----	-----	-----
MONEYGRAM INTL INC	COM	60935Y109	4	2500	SH	DEFINED	20	
			-----	-----				
			4	2500				
MONRO MUFFLER BRAKE INC	COM	610236101	151	6534	SH	DEFINED	9	
			16	700	SH	DEFINED	20	
			-----	-----				
			167	7234				
MONSANTO CO NEW	COM	61166W101	8216	83002	SH	DEFINED	9	
			11891	120134	SH	DEFINED	20	
			13	135	SH	DEFINED	8	
			-----	-----				
			20120	203271				
MONSTER WORLDWIDE INC	COM	611742107	24	1611	SH	DEFINED	9	
			0	14	SH	DEFINED	20	
			-----	-----				
			24	1625				
MONTGOMERY STR INCOME SECS I	COM	614115103	38	3000	SH	DEFINED	9	
			-----	-----				
			38	3000				
MOODYS CORP	COM	615369105	710	20892	SH	DEFINED	9	
			3017	88726	SH	DEFINED	20	
			-----	-----				
			3727	109618				
MORGAN STANLEY EMER MKTS FD	COM	61744G107	7	566	SH	DEFINED	9	
			-----	-----				
			7	566				
MORGAN STANLEY ASIA PAC FD I	COM	61744U106	11	812	SH	DEFINED	9	
			10	767	SH	DEFINED	20	
			-----	-----				
			21	1579				
MORGAN STANLEY	COM NEW	617446448	1068	46424	SH	DEFINED	9	
			2929	127328	SH	DEFINED	20	
			-----	-----				
			3996	173752				
MORGAN STANLEY INDIA INVS FD	COM	61745C105	53	2683	SH	DEFINED	9	

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 NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
MORGAN STANLEY	MUN PREM INCOM	61745P429	25	3934	SH		DEFINED 9	
			25	3934				
MORGAN STANLEY	MUN INCOME III	61745P437	24	3515	SH		DEFINED 20	
			24	3515				
MORGAN STANLEY	MUN INC OPP II	61745P445	27	4034	SH		DEFINED 9	
			27	4034				
MORGAN STANLEY	MUN INCM OPPTN	61745P452	0	60	SH		DEFINED 9	
				60				
MORGAN STANLEY	QULTY MUN SECS	61745P585	0	33	SH		DEFINED 9	
			21	2028	SH		DEFINED 20	
			22	2061				
MORGAN STANLEY	QUALT MUN INCM	61745P734	1	57	SH		DEFINED 9	
			37	3830	SH		DEFINED 20	
			37	3887				
MORGAN STANLEY	INSD MUN INCM	61745P791	21	1900	SH		DEFINED 9	
			55	5000	SH		DEFINED 20	
			76	6900				
MOSAIC CO	COM	61945A107	679	9982	SH		DEFINED 9	
			292	4299	SH		DEFINED 20	
			971	14281				
MOTOROLA INC	COM	620076109	463	64887	SH		DEFINED 9	
			1009	141362	SH		DEFINED 20	
			1473	206249				
MUELLER INDS INC	COM	624756102	26	1150	SH		DEFINED 9	
			26	1150				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
MURPHY OIL CORP	COM	626717102	534	8329	SH		DEFINED	9
			139	2167	SH		DEFINED	20
			673	10496				
MYLAN INC	COM	628530107	184	16079	SH		DEFINED	9
			14	1249	SH		DEFINED	20
			198	17328				
MYRIAD GENETICS INC	COM	62855J104	0	6	SH		DEFINED	20
				6				
NBTY INC	COM	628782104	37	1250	SH		DEFINED	20
			37	1250				
NCI BUILDING SYS INC	COM	628852105	349	10987	SH		DEFINED	9
			491	15451	SH		DEFINED	20
			839	26438				
NCR CORP NEW	COM	62886E108	361	16390	SH		DEFINED	9
			338	15336	SH		DEFINED	20
			700	31726				
NII HLDGS INC	CL B NEW	62913F201	323	8516	SH		DEFINED	9
			80	2113	SH		DEFINED	20
			403	10629				
NRG ENERGY INC	COM NEW	629377508	717	28951	SH		DEFINED	9
			83	3359	SH		DEFINED	20
			800	32310				
NTN BUZZTIME INC	COM NEW	629410309	0	1040	SH		DEFINED	9
				1040				
NTR ACQUISITION CO	COM	629415100	10	1000	SH		DEFINED	9
			10	1000				

FORM 13F

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NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
NTS RLTY HLDGS LTD PARTNERSH	PARTSHIP UNITS	629422106	8	1586	SH		DEFINED	9
			8	1586				
NVR INC	COM	62944T105	12	21	SH		DEFINED	9
			12	21				
NVE CORP	COM NEW	629445206	6	200	SH		DEFINED	20
			6	200				
NYSE EURONEXT	COM	629491101	428	10928	SH		DEFINED	9
			202	5164	SH		DEFINED	20
			630	16092				
NABORS INDS INC	NOTE 0.940% 5	629568AP1	5385	60000	SH		DEFINED	9
			5385	60000				
NALCO HOLDING COMPANY	COM	62985Q101	17	926	SH		DEFINED	9
			17	926				
NAM TAI ELECTRS INC	COM PAR \$0.02	629865205	7	800	SH		DEFINED	9
			7	800				
NAPCO SEC SYS INC	COM	630402105	3	1167	SH		DEFINED	9
			4	1405	SH		DEFINED	20
			8	2572				
NASDAQ OMX GROUP INC	COM	631103108	10286	336487	SH		DEFINED	9
			3136	102582	SH		DEFINED	20
			13422	439069				
NATIONAL COAL CORP	COM NEW	632381208	37	7000	SH		DEFINED	20
			37	7000				
NATIONAL BK GREECE S A	SPONSORED ADR	633643408	0	32	SH		DEFINED	20
				32				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
NATIONAL CITY CORP	COM	635405103	10	5732	SH		DEFINED	9
			32	18155	SH		DEFINED	20
			42	23887				
NATIONAL FUEL GAS CO N J	COM	636180101	242	5728	SH		DEFINED	9
			79	1880	SH		DEFINED	20
			321	7608				
NATIONAL GRID PLC	SPON ADR NEW	636274300	396	6173	SH		DEFINED	9
			333	5183	SH		DEFINED	20
			729	11356				
NATIONAL HEALTH INVS INC	COM	63633D104	31	900	SH		DEFINED	9
			31	900				
NATIONAL INSTRS CORP	COM	636518102	70	2330	SH		DEFINED	9
			62	2049	SH		DEFINED	20
			132	4379				
NATIONAL OILWELL VARCO INC	COM	637071101	3458	68845	SH		DEFINED	9
			3867	76977	SH		DEFINED	20
			7325	145822				
NATIONAL RETAIL PROPERTIES I	COM	637417106	279	11640	SH		DEFINED	20
			279	11640				
NATIONAL SEMICONDUCTOR CORP	COM	637640103	18	1040	SH		DEFINED	9
			3	164	SH		DEFINED	20
			21	1204				
NATIONAL WESTN LIFE INS CO	CL A	638522102	24	100	SH		DEFINED	9
			24	100				
NATIONWIDE FINL SVCS INC	CL A	638612101	380	7702	SH		DEFINED	9
			1	22	SH		DEFINED	20
			381	7724				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
NATIONWIDE HEALTH PPTYS INC	COM	638620104	360	10000	SH		DEFINED 9	
			360	10000				
NAVIGATORS GROUP INC	COM	638904102	409	7044	SH		DEFINED 9	
			598	10304	SH		DEFINED 20	
			1006	17348				
NATURAL RESOURCE PARTNERS L	COM UNIT L P	63900P103	6	250	SH		DEFINED 9	
			295	11650	SH		DEFINED 20	
			301	11900				
NAVISTAR INTL CORP NEW	COM	63934E108	4	70	SH		DEFINED 9	
			4	70				
NAVIGANT CONSULTING INC	COM	63935N107	57	2850	SH		DEFINED 9	
			57	2850				
NEKTAR THERAPEUTICS	COM	640268108	18	5000	SH		DEFINED 9	
			18	5000				
NEOGEN CORP	COM	640491106	43	1512	SH		DEFINED 9	
			257	9127	SH		DEFINED 20	
			300	10639				
NEOPHARM INC	COM	640919106	0	379	SH		DEFINED 20	
				379				
NETAPP INC	COM	64110D104	291	15940	SH		DEFINED 9	
			73	3993	SH		DEFINED 20	
			363	19933				
NETFLIX INC	COM	64110L106	0	6	SH		DEFINED 20	
				6				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
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NETEASE COM INC	SPONSORED ADR	64110W102	9	400	SH	DEFINED	20
			-----	-----			
			9	400			
NETEZZA CORP	COM	64111N101	0	42	SH	DEFINED	20
			-----	-----			
				42			
NETGEAR INC	COM	64111Q104	39	2603	SH	DEFINED	9
			-----	-----			
			39	2603			
NEUBERGER BERMAN INTER MUNI	COM	64124P101	41	3585	SH	DEFINED	20
			-----	-----			
			41	3585			
NEUSTAR INC	CL A	64126X201	14	726	SH	DEFINED	9
			-----	-----			
			14	726			
NEW JERSEY RES	COM	646025106	94	2619	SH	DEFINED	9
			-----	-----			
			94	2619			
NEW YORK CMNTY BANCORP INC	COM	649445103	850	50597	SH	DEFINED	9
			521	31013	SH	DEFINED	20
			-----	-----			
			1370	81610			
NEW YORK TIMES CO	CL A	650111107	7	480	SH	DEFINED	9
			-----	-----			
			7	480			
NEWALLIANCE BANCSHARES INC	COM	650203102	390	25960	SH	DEFINED	9
			24	1620	SH	DEFINED	20
			-----	-----			
			415	27580			
NEWELL RUBBERMAID INC	COM	651229106	727	42115	SH	DEFINED	9
			3927	227510	SH	DEFINED	20
			-----	-----			
			4654	269625			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
-----	-----	-----	-----	-----	-----	-----	-----	-----
NEWFIELD EXPL CO	COM	651290108	445	13917	SH		DEFINED	9
			351	10974	SH		DEFINED	20
			-----	-----				
			796	24891				
NEWMARKET CORP	COM	651587107	171	3244	SH		DEFINED	9

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			467	8881	SH	DEFINED	20
			-----	-----			
			637	12125			
NEWMONT MINING CORP	COM	651639106	436	11250	SH	DEFINED	9
			100	2587	SH	DEFINED	20
			-----	-----			
			536	13837			
NEWS CORP	CL A	65248E104	238	19863	SH	DEFINED	9
			44	3630	SH	DEFINED	20
			-----	-----			
			282	23493			
NEWS CORP	CL B	65248E203	126	10380	SH	DEFINED	9
			33	2703	SH	DEFINED	20
			-----	-----			
			159	13083			
NEWSTAR FINANCIAL INC	COM	65251F105	262	32339	SH	DEFINED	9
			39	4796	SH	DEFINED	20
			-----	-----			
			300	37135			
NEXEN INC	COM	65334H102	12	500	SH	DEFINED	9
			0	15	SH	DEFINED	20
			-----	-----			
			12	515			
NFJ DIVID INT & PREM STRTGY	COM SHS	65337H109	3	200	SH	DEFINED	9
			5	300	SH	DEFINED	20
			-----	-----			
			8	500			
NICE SYS LTD	SPONSORED ADR	653656108	443	16275	SH	DEFINED	9
			57	2110	SH	DEFINED	20
			-----	-----			
			501	18385			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
NICHOLAS-APPLEGATE CV & INC	COM	65370F101	57	6995	SH		DEFINED	9
			16	2000	SH		DEFINED	20
			-----	-----				
			73	8995				
NICHOLAS APPLEGATE CV&INC FD	COM	65370G109	8	1065	SH		DEFINED	9
			-----	-----				
			8	1065				
NICOR INC	COM	654086107	5	103	SH		DEFINED	9

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			50	1118	SH	DEFINED	20
			-----	-----			
			54	1221			
NIDEC CORP	SPONSORED ADR	654090109	5	350	SH	DEFINED	9
			0	25	SH	DEFINED	20
			-----	-----			
			6	375			
NIKE INC	CL B	654106103	18741	280127	SH	DEFINED	9
			11571	172954	SH	DEFINED	20
			-----	-----			
			30311	453081			
99 CENTS ONLY STORES	COM	65440K106	1	100	SH	DEFINED	9
			-----	-----			
			1	100			
NIPPON TELEG & TEL CORP	SPONSORED ADR	654624105	164	7274	SH	DEFINED	9
			128	5676	SH	DEFINED	20
			-----	-----			
			292	12950			
NISOURCE INC	COM	65473P105	1050	71128	SH	DEFINED	9
			339	22945	SH	DEFINED	20
			-----	-----			
			1389	94073			
NISSAN MOTORS	SPONSORED ADR	654744408	39	2852	SH	DEFINED	9
			24	1730	SH	DEFINED	20
			-----	-----			
			62	4582			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
NOKIA CORP	SPONSORED ADR	654902204	1093	58603	SH		DEFINED	9
			964	51704	SH		DEFINED	20
			3	185	SH		DEFINED	8
			-----	-----				
			2061	110492				
NOBLE ENERGY INC	COM	655044105	61	1089	SH		DEFINED	9
			69	1236	SH		DEFINED	20
			-----	-----				
			129	2325				
NOMURA HLDGS INC	SPONSORED ADR	65535H208	93	7078	SH		DEFINED	9
			83	6351	SH		DEFINED	20
			-----	-----				
			176	13429				

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NORDSON CORP	COM	655663102	11	225	SH	DEFINED	9
			-----	-----			
			11	225			
NORDSTROM INC	COM	655664100	5149	178670	SH	DEFINED	9
			523	18144	SH	DEFINED	20
			-----	-----			
			5672	196814			
NORFOLK SOUTHERN CORP	COM	655844108	10111	152705	SH	DEFINED	9
			5225	78910	SH	DEFINED	20
			14	208	SH	DEFINED	8
			-----	-----			
			15349	231823			
NORTECH SYS INC	COM	656553104	3	500	SH	DEFINED	20
			-----	-----			
			3	500			
NORTEL NETWORKS CORP NEW	COM NEW	656568508	8	3489	SH	DEFINED	9
			1	303	SH	DEFINED	20
			-----	-----			
			8	3792			
NORTH AMERN ENERGY PARTNERS	COM	656844107	2	150	SH	DEFINED	20
			-----	-----			
			2	150			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
-----	-----	-----	-----	-----	-----	-----	-----	-----
NORTH EUROPEAN OIL RTY TR	SH BEN INT	659310106	5	168	SH		DEFINED	20
			-----	-----				
			5	168				
NORTHEAST UTILS	COM	664397106	86	3335	SH		DEFINED	9
			25	989	SH		DEFINED	20
			-----	-----				
			111	4324				
NORTHERN TR CORP	COM	665859104	10933	151422	SH		DEFINED	9
			4067	56330	SH		DEFINED	20
			18	244	SH		DEFINED	8
			-----	-----				
			15017	207996				
NORTHFIELD LABS INC	COM	666135108	0	1080	SH		DEFINED	20
			-----	-----				
				1080				
NORTHROP GRUMMAN CORP	COM	666807102	1958	32336	SH		DEFINED	9
			1027	16971	SH		DEFINED	20

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			-----	-----			
			2985	49307			
NOVARTIS A G	SPONSORED ADR	66987V109	13777	260722	SH	DEFINED	9
			9474	179289	SH	DEFINED	20
			-----	-----			
			23250	440011			
NOVELL INC	COM	670006105	41	7899	SH	DEFINED	9
			1	192	SH	DEFINED	20
			-----	-----			
			42	8091			
NOVELLUS SYS INC	COM	670008101	73	3721	SH	DEFINED	9
			1	60	SH	DEFINED	20
			-----	-----			
			74	3781			
NOVOGEN LIMITED	SPONSORED ADR	67010F103	2	400	SH	DEFINED	20
			-----	-----			
			2	400			

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-----	-----	-----	-----	-----	-----	-----	-----	-----
NOVO-NORDISK A S	ADR	670100205	1168	22808	SH		DEFINED	9
			1033	20182	SH		DEFINED	20
			4	76	SH		DEFINED	8
			-----	-----				
			2205	43066				
NSTAR	COM	67019E107	141	4210	SH		DEFINED	9
			234	6985	SH		DEFINED	20
			-----	-----				
			375	11195				
NUANCE COMMUNICATIONS INC	COM	67020Y100	830	68062	SH		DEFINED	9
			151	12375	SH		DEFINED	20
			-----	-----				
			981	80437				
NUCOR CORP	COM	670346105	3145	79610	SH		DEFINED	9
			1910	48359	SH		DEFINED	20
			-----	-----				
			5055	127969				
NUMEREX CORP PA	CL A	67053A102	570	140000	SH		DEFINED	20
			-----	-----				
			570	140000				
NUSTAR ENERGY LP	UNIT COM	67058H102	22	509	SH		DEFINED	9
			274	6444	SH		DEFINED	20

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				17	400	SH	DEFINED	8
				-----	-----			
				312	7353			
NUVEEN INSD PREM INCOME MUN	COM	6706D8104		157	16182	SH	DEFINED	20
				-----	-----			
				157	16182			
NUVEEN EQTY PRM OPPORTUNITYF	COM	6706EM102		113	8700	SH	DEFINED	9
				10	755	SH	DEFINED	20
				-----	-----			
				123	9455			
NUVEEN EQUITY PREM INCOME FD	COM	6706ER101		24	1904	SH	DEFINED	20
				-----	-----			
				24	1904			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
NUVEEN PREM INCOME MUN FD 4	COM	6706K4105	23	2500	SH		DEFINED	20
			-----	-----				
			23	2500				
NUVEEN INVT QUALITY MUN FD I	COM	67062E103	21	2000	SH		DEFINED	9
			101	9596	SH		DEFINED	20
			-----	-----				
			123	11596				
NUVEEN SELECT TAX FREE INCM	SH BEN INT	67062F100	9	700	SH		DEFINED	9
			115	8760	SH		DEFINED	20
			-----	-----				
			124	9460				
NUVEEN MUN ADVANTAGE FD INC	COM	67062H106	169	14980	SH		DEFINED	9
			114	10072	SH		DEFINED	20
			-----	-----				
			283	25052				
NUVEEN MUN INCOME FD INC	COM	67062J102	44	4878	SH		DEFINED	20
			-----	-----				
			44	4878				
NUVEEN INSD QUALITY MUN FD I	COM	67062N103	72	6700	SH		DEFINED	9
			32	3000	SH		DEFINED	20
			-----	-----				
			104	9700				
NUVEEN PERFORMANCE PLUS MUN	COM	67062P108	8	700	SH		DEFINED	9
			84	7575	SH		DEFINED	20
			-----	-----				
			92	8275				

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NUVEEN PREM INCOME MUN FD	COM	67062T100	145	13293	SH	DEFINED	9
			246	22624	SH	DEFINED	20
			-----	-----			
			391	35917			
NUVEEN MUN MKT OPPORTUNITY F	COM	67062W103	126	11498	SH	DEFINED	9
			44	4000	SH	DEFINED	20
			-----	-----			
			169	15498			
NUVEEN N Y INVT QUALITY MUN	COM	67062X101	5	461	SH	DEFINED	9
			-----	-----			
						5	461

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PUT/ PRN CALL	INVSTMT DSCRETN	O MA
NUVEEN SELECT TAX FREE INCM	SH BEN INT	67063C106	9	700	SH	DEFINED	9
			184	14310	SH	DEFINED	20
			-----	-----			
			193	15010			
NUVEEN PREM INCOME MUN FD 2	COM	67063W102	279	26300	SH	DEFINED	9
			133	12525	SH	DEFINED	20
			-----	-----			
			412	38825			
NUVEEN SELECT TAX FREE INCM	SH BEN INT	67063X100	47	3697	SH	DEFINED	20
			-----	-----			
						47	3697
NUVEEN INS FL TX FR ADV MUN	COM	670655109	140	13333	SH	DEFINED	20
			-----	-----			
						140	13333
NUVEEN TAX FREE ADV MUN FD	COM	670657105	45	4200	SH	DEFINED	9
			-----	-----			
						45	4200
NVIDIA CORP	COM	67066G104	395	36837	SH	DEFINED	9
			88	8188	SH	DEFINED	20
			-----	-----			
			482	45025			
NUVEEN DIVID ADVANTAGE MUN F	COM	67066V101	35	3200	SH	DEFINED	20
			-----	-----			
						35	3200
NUVEEN CA DIVIDEND ADV MUN F	COM SHS	67066Y105	1	64	SH	DEFINED	9
			-----	-----			
						1	64

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NUVEEN SR INCOME FD	COM	67067Y104	9	1800	SH	DEFINED	9
			-----	-----			
			9	1800			
NUVEEN MUN HIGH INC OPP FD	COM	670682103	20	1600	SH	DEFINED	9
			375	30000	SH	DEFINED	20
			-----	-----			
			395	31600			

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-----	-----	-----	-----	-----	-----	-----	-----
NUTRI SYS INC NEW	COM	67069D108	1	50	SH	DEFINED	20
			-----	-----			
			1	50			
NUVEEN CA DIV ADVANTG MUN FD	COM	67069X104	0	44	SH	DEFINED	9
			-----	-----			
				44			
NUVEEN OH DIV ADVANTAGE MUN	COM	67070C107	137	12453	SH	DEFINED	9
			-----	-----			
			137	12453			
NUVEEN DIV ADVANTAGE MUN FD	COM	67070F100	97	8100	SH	DEFINED	9
			60	5000	SH	DEFINED	20
			-----	-----			
			157	13100			
NUVEEN OH DIV ADV MUNI FD 2	COM SH BEN INT	67070R104	47	4400	SH	DEFINED	9
			-----	-----			
			47	4400			
NUVEEN MI DIV ADV MUNI FD	COM SH BEN INT	67070W103	16	1360	SH	DEFINED	20
			-----	-----			
			16	1360			
NUVEEN DIV ADV MUNI FD 3	COM SH BEN INT	67070X101	75	6800	SH	DEFINED	9
			-----	-----			
			75	6800			
NUVASIVE INC	COM	670704105	750	15200	SH	DEFINED	9
			126	2552	SH	DEFINED	20
			-----	-----			
			876	17752			
NUVEEN QUALITY PFD INCOME FD	COM	67071S101	26	4700	SH	DEFINED	9
			-----	-----			
			26	4700			
NUVEEN QUALITY PFD INCOME FD	COM	67072C105	34	5649	SH	DEFINED	20

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			-----	-----		
			34	5649		
NUVEEN FLOATING RATE INCOME	COM	67072T108	19	2500	SH	DEFINED 9
			-----	-----		
			19	2500		

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-----	-----	-----	-----	-----	-----	-----	-----	-----
NXSTAGE MEDICAL INC	COM	67072V103	2	400	SH		DEFINED 9	
			-----	-----				
			2	400				
NUVEEN MULTI STRAT INC & GR	COM	67073B106	22	3658	SH		DEFINED 9	
			6	985	SH		DEFINED 20	
			-----	-----				
			28	4643				
OGE ENERGY CORP	COM	670837103	68	2200	SH		DEFINED 9	
			108	3500	SH		DEFINED 20	
			-----	-----				
			176	5700				
NUVEEN MUN VALUE FD INC	COM	670928100	68	7250	SH		DEFINED 9	
			1177	125077	SH		DEFINED 20	
			-----	-----				
			1245	132327				
NUVEEN SELECT QUALITY MUN FD	COM	670973106	85	7500	SH		DEFINED 9	
			80	7000	SH		DEFINED 20	
			-----	-----				
			165	14500				
NUVEEN QUALITY INCOME MUN FD	COM	670977107	72	6600	SH		DEFINED 9	
			140	12803	SH		DEFINED 20	
			-----	-----				
			211	19403				
NUVEEN MICH QUALITY INCOME M	COM	670979103	137	12933	SH		DEFINED 20	
			-----	-----				
			137	12933				
NUVEEN OHIO QUALITY INCOME M	COM	670980101	351	30286	SH		DEFINED 9	
			-----	-----				
			351	30286				
NUVEEN INSD MUN OPPORTUNITY	COM	670984103	2	213	SH		DEFINED 9	
			320	30215	SH		DEFINED 20	
			-----	-----				
			323	30428				

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NUVEEN NY QUALITY INCM MUN F	COM	670986108	5	523	SH	DEFINED	9
			-----	-----			
			5	523			

FORM 13F
NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP SEC NO 28-539
AS OF 12/31/08

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
-----	-----	-----	-----	-----	-----	-----	-----	-----
NUVEEN PREMIER MUN INCOME FD	COM	670988104	74	7327	SH		DEFINED	9
			-----	-----				
			74	7327				
NUVEEN NJ PREM INCOME MUN FD	COM	67101N106	29	2646	SH		DEFINED	20
			-----	-----				
			29	2646				
NUVEEN MICH PREM INCOME MUN	COM	67101Q109	22	2075	SH		DEFINED	20
			-----	-----				
			22	2075				
NUVEEN INSD NY PREM INCOME F	COM	67101R107	19	1701	SH		DEFINED	9
			-----	-----				
			19	1701				
OSI PHARMACEUTICALS INC	COM	671040103	12	240	SH		DEFINED	9
			-----	-----				
			12	240				
OSI SYSTEMS INC	COM	671044105	12	500	SH		DEFINED	9
			-----	-----				
			52	2200	SH		DEFINED	20
			-----	-----				
			63	2700				
OYO GEOSPACE CORP	COM	671074102	0	11	SH		DEFINED	20
			-----	-----				
				11				
OCCIDENTAL PETE CORP DEL	COM	674599105	4423	62776	SH		DEFINED	9
			-----	-----				
			1658	23532	SH		DEFINED	20
			-----	-----				
			6080	86308				
OCEANEERING INTL INC	COM	675232102	557	10455	SH		DEFINED	9
			-----	-----				
			160	3001	SH		DEFINED	20
			-----	-----				
			717	13456				
ODYSSEY MARINE EXPLORATION I	COM	676118102	9	2000	SH		DEFINED	9
			-----	-----				
			9	2000				
ODYSSEY RE HLDGS CORP	COM	67612W108	30	675	SH		DEFINED	9
			-----	-----				

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 NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
OFFICEMAX INC DEL	COM	67622P101	6	624	SH		DEFINED 9	
			6	624				
OFFICE DEPOT INC	COM	676220106	7	1208	SH		DEFINED 9	
			0	83	SH		DEFINED 8	
			8	1291				
OHIO VY BANC CORP	COM	677719106	53	2591	SH		DEFINED 9	
			53	2591				
OIL SVC HOLDRS TR	DEPOSTRY RCPT	678002106	279	1900	SH		DEFINED 20	
			279	1900				
OIL STS INTL INC	COM	678026105	354	10018	SH		DEFINED 9	
			21	580	SH		DEFINED 20	
			375	10598				
OLD DOMINION FGHT LINES INC	COM	679580100	18	650	SH		DEFINED 9	
			11	390	SH		DEFINED 20	
			29	1040				
OLD NATL BANCORP IND	COM	680033107	201	10048	SH		DEFINED 9	
			1127	56305	SH		DEFINED 20	
			1328	66353				
OLD REP INTL CORP	COM	680223104	10	804	SH		DEFINED 9	
			37	2895	SH		DEFINED 20	
			47	3699				
OLD SECOND BANCORP INC ILL	COM	680277100	292	15766	SH		DEFINED 20	
			292	15766				
OLIN CORP	COM PAR \$1	680665205	161	8302	SH		DEFINED 9	
			19	980	SH		DEFINED 20	
			180	9282				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
OLYMPIC STEEL INC	COM	68162K106	68	2300	SH		DEFINED 9	
			68	2300				
OMNICARE INC	COM	681904108	416	14454	SH		DEFINED 9	
			163	5683	SH		DEFINED 20	
			579	20137				
OMNICOM GROUP INC	NOTE	7 681919AT3	7199	79000	SH		DEFINED 9	
			7199	79000				
OMNICOM GROUP INC	COM	681919106	10638	275894	SH		DEFINED 9	
			6976	180910	SH		DEFINED 20	
			23	600	SH		DEFINED 8	
			17637	457404				
OMNICARE CAP TR II	PFD B TR 4.00%	68214Q200	410	10250	SH		DEFINED 20	
			410	10250				
ON SEMICONDUCTOR CORP	NOTE	4 682189AE5	1746	19000	SH		DEFINED 9	
			1746	19000				
ON SEMICONDUCTOR CORP	COM	682189105	28	4207	SH		DEFINED 20	
			28	4207				
ONEOK PARTNERS LP	UNIT LTD PARTN	68268N103	76	1500	SH		DEFINED 9	
			302	5950	SH		DEFINED 20	
			18	350	SH		DEFINED 8	
			396	7800				
ONEOK INC NEW	COM	682680103	29	841	SH		DEFINED 9	
			3	90	SH		DEFINED 20	
			32	931				
ONYX PHARMACEUTICALS INC	COM	683399109	18	500	SH		DEFINED 9	
			18	500				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN CALL	PUT/ DSCRETN	INVSTMT	O MA	
ORACLE CORP	COM	68389X105	27016	1330157	SH		DEFINED	9	
			10401	512102	SH		DEFINED	20	
			85	4161	SH		DEFINED	8	
			37501	1846420					
ORANGE 21 INC	COM	685317109	27	7812	SH		DEFINED	20	
			27	7812					
O REILLY AUTOMOTIVE INC	COM	686091109	426	15895	SH		DEFINED	9	
			590	22024	SH		DEFINED	20	
			1015	37919					
ORIX CORP	SPONSORED ADR	686330101	6	101	SH		DEFINED	9	
			6	101					
OSHKOSH CORP	COM	688239201	24	1789	SH		DEFINED	9	
			28	2155	SH		DEFINED	20	
			52	3944					
OSTEOTECH INC	COM	688582105	9	2000	SH		DEFINED	9	
			9	2000					
OTTER TAIL CORP	COM	689648103	43	1400	SH		DEFINED	20	
			43	1400					
OVERSEAS SHIPHOLDING GROUP I	COM	690368105	5	86	SH		DEFINED	9	
			2	30	SH		DEFINED	20	
			7	116					
OWENS & MINOR INC NEW	COM	690732102	79	1631	SH		DEFINED	9	
			205	4221	SH		DEFINED	20	
			284	5852					
OWENS CORNING NEW	COM	690742101	21	897	SH		DEFINED	9	
			2	95	SH		DEFINED	20	
			24	992					

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
OWENS CORNING NEW	*W EXP 10/30/2	690742127	0	47	SH		DEFINED	20
				47				
OWENS ILL INC	COM NEW	690768403	596	20259	SH		DEFINED	9
			128	4350	SH		DEFINED	20
			724	24609				
PG&E CORP	COM	69331C108	3609	96375	SH		DEFINED	9
			1999	53389	SH		DEFINED	20
			5609	149764				
PHH CORP	COM NEW	693320202	1	50	SH		DEFINED	20
			1	50				
PICO HLDGS INC	COM NEW	693366205	22	609	SH		DEFINED	9
			22	609				
PMC-SIERRA INC	COM	69344F106	3	400	SH		DEFINED	9
			3	400				
PMI GROUP INC	COM	69344M101	0	50	SH		DEFINED	20
				50				
PNC FINL SVCS GROUP INC	COM	693475105	23322	312215	SH		DEFINED	9
			1836	24578	SH		DEFINED	20
			1	17	SH		DEFINED	8
			25160	336810				
POSCO	SPONSORED ADR	693483109	20	216	SH		DEFINED	9
			28	296	SH		DEFINED	20
			48	512				
PNM RES INC	COM	69349H107	5	450	SH		DEFINED	20
			5	450				

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VALUE SHARES/ SH/ PUT/ INVSTMT O

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	(X\$1000)	PRN	AMT	PRN CALL	DSCRETN	MA
PPG INDS INC	COM	693506107	4064	69689	SH		DEFINED	9
			1100	18856	SH		DEFINED	20
			5164	88545				
PPL CORP	COM	69351T106	555	14993	SH		DEFINED	9
			408	11016	SH		DEFINED	20
			963	26009				
PVF CAPITAL CORP	COM	693654105	40	9600	SH		DEFINED	9
			40	9600				
PACCAR INC	COM	693718108	140	3661	SH		DEFINED	9
			15	392	SH		DEFINED	20
			155	4053				
PACHOLDER HIGH YIELD FD INC	COM	693742108	48	7478	SH		DEFINED	9
			22	3459	SH		DEFINED	20
			71	10937				
PACIFIC MERCANTILE BANCORP	COM	694552100	24	3558	SH		DEFINED	9
			24	3558				
PACIFIC STATE BANCORP CA	COM	694864109	2	275	SH		DEFINED	9
			2	275				
PACIFIC SUNWEAR CALIF INC	COM	694873100	0	50	SH		DEFINED	9
				50				
PACKAGING CORP AMER	COM	695156109	31	1344	SH		DEFINED	9
			35	1500	SH		DEFINED	20
			66	2844				
PACTIV CORP	COM	695257105	237	9551	SH		DEFINED	9
			196	7891	SH		DEFINED	20
			433	17442				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN	AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
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PAIN THERAPEUTICS INC	COM	69562K100	29	3000	SH	DEFINED 20
			-----	-----		
			29	3000		
PALL CORP	COM	696429307	1437	41790	SH	DEFINED 9
			330	9587	SH	DEFINED 20
			-----	-----		
			1767	51377		
PALM HARBOR HOMES	COM	696639103	3	300	SH	DEFINED 20
			-----	-----		
			3	300		
PALM INC NEW	COM	696643105	0	20	SH	DEFINED 20
			-----	-----		
				20		
PANERA BREAD CO	CL A	69840W108	12	234	SH	DEFINED 9
			99	1950	SH	DEFINED 20
			-----	-----		
			111	2184		
PANTRY INC	COM	698657103	1	70	SH	DEFINED 9
			-----	-----		
			1	70		
PAPA JOHNS INTL INC	COM	698813102	8	300	SH	DEFINED 9
			-----	-----		
			8	300		
PAR PHARMACEUTICAL COS INC	COM	69888P106	100	8133	SH	DEFINED 9
			10	830	SH	DEFINED 20
			-----	-----		
			110	8963		
PARAMETRIC TECHNOLOGY CORP	COM NEW	699173209	15	800	SH	DEFINED 20
			-----	-----		
			15	800		
PAREXEL INTL CORP	COM	699462107	623	21748	SH	DEFINED 9
			859	29957	SH	DEFINED 20
			-----	-----		
			1482	51705		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
PARK NATL CORP	COM	700658107	1088	13953	SH		DEFINED 9	
			-----	-----				
			1088	13953				
PARKER DRILLING CO	COM	701081101	6	786	SH		DEFINED 20	

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			-----	-----			
			6	786			
PARKER HANNIFIN CORP	COM	701094104	703	13261	SH	DEFINED	9
			848	15996	SH	DEFINED	20
			-----	-----			
			1551	29257			
PARKWAY PPTYS INC	COM	70159Q104	9	248	SH	DEFINED	20
			-----	-----			
			9	248			
PATRIOT COAL CORP	COM	70336T104	54	1866	SH	DEFINED	9
			292	10054	SH	DEFINED	20
			-----	-----			
			346	11920			
PATTERSON COMPANIES INC	COM	703395103	79	2584	SH	DEFINED	9
			73	2400	SH	DEFINED	20
			-----	-----			
			152	4984			
PATTERSON UTI ENERGY INC	COM	703481101	54	2717	SH	DEFINED	9
			20	985	SH	DEFINED	20
			-----	-----			
			74	3702			
PAYCHEX INC	COM	704326107	2442	73931	SH	DEFINED	9
			8931	270378	SH	DEFINED	20
			-----	-----			
			11373	344309			
PEABODY ENERGY CORP	COM	704549104	3337	74160	SH	DEFINED	9
			3853	85621	SH	DEFINED	20
			-----	-----			
			7190	159781			
PEARSON PLC	SPONSORED ADR	705015105	0	13	SH	DEFINED	20
			-----	-----			
				13			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN CALL	PUT/ CALL	INVSTMT DSCRETN	O MA
PENGROWTH ENERGY TR	TR UNIT NEW	706902509	1	100	SH		DEFINED	9
			15	1000	SH		DEFINED	20
			12	800	SH		DEFINED	8
			-----	-----				
			28	1900				
PENN NATL GAMING INC	COM	707569109	31	1171	SH		DEFINED	9
			0	11	SH		DEFINED	20

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			31	1182			
PENN VA CORP	COM	707882106	566	10585	SH	DEFINED	9
			87	1634	SH	DEFINED	20
			653	12219			
PENN VA RESOURCES PARTNERS L	COM	707884102	142	8600	SH	DEFINED	9
			142	8600			
PENN WEST ENERGY TR	TR UNIT	707885109	2	100	SH	DEFINED	9
			201	8325	SH	DEFINED	20
			12	500	SH	DEFINED	8
			215	8925			
PENNEY J C INC	COM	708160106	403	12097	SH	DEFINED	9
			169	5071	SH	DEFINED	20
			572	17168			
PENNSYLVANIA RL ESTATE INVT	SH BEN INT	709102107	11	600	SH	DEFINED	20
			11	600			
PENTAIR INC	COM	709631105	128	3700	SH	DEFINED	9
			48	1400	SH	DEFINED	20
			176	5100			
PEOPLES BANCORP INC	COM	709789101	692	31800	SH	DEFINED	9
			692	31800			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN CALL	PUT/ DSCRETN	INVSTMT	O MA
PEOPLES CMNTY BANCORP INC	COM	71086E107	1	419	SH	DEFINED	9	
			1	419				
PEOPLES UNITED FINANCIAL INC	COM	712704105	15	787	SH	DEFINED	9	
			55	2882	SH	DEFINED	20	
			71	3669				
PEP BOYS MANNY MOE & JACK	COM	713278109	1	100	SH	DEFINED	9	
			1	100				

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PEPCO HOLDINGS INC	COM	713291102	1394	60851	SH	DEFINED 9
			354	15431	SH	DEFINED 20
			-----	-----		
			1748	76282		
PEPSI BOTTLING GROUP INC	COM	713409100	283	9688	SH	DEFINED 9
			14	490	SH	DEFINED 20
			-----	-----		
			297	10178		
PEPSIAMERICAS INC	COM	71343P200	173	8373	SH	DEFINED 9
			22	1082	SH	DEFINED 20
			-----	-----		
			196	9455		
PEPSICO INC	COM	713448108	75767	1063092	SH	DEFINED 9
			31794	446106	SH	DEFINED 20
			187	2622	SH	DEFINED 8
			-----	-----		
			107748	1511820		
PERKINELMER INC	COM	714046109	985	39428	SH	DEFINED 9
			191	7632	SH	DEFINED 20
			-----	-----		
			1175	47060		
PERMIAN BASIN RTY TR	UNIT BEN INT	714236106	28	1200	SH	DEFINED 9
			-----	-----		
			28	1200		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PUT/ CALL	INVSTMT DSCRETN	O MA
PEROT SYS CORP	CL A	714265105	204	11759	SH	DEFINED 9	
			56	3200	SH	DEFINED 20	
			-----	-----			
			260	14959			
PERRIGO CO	COM	714290103	6943	180525	SH	DEFINED 20	
			-----	-----			
			6943	180525			
P T TELEKOMUNIKASI INDONESIA	SPONSORED ADR	715684106	44	1476	SH	DEFINED 9	
			46	1540	SH	DEFINED 20	
			-----	-----			
			90	3016			
PETRO-CDA	COM	71644E102	26	788	SH	DEFINED 9	
			37	1101	SH	DEFINED 20	
			17	500	SH	DEFINED 8	
			-----	-----			
			80	2389			

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PETROCHINA CO LTD	SPONSORED ADR	71646E100	57	550 SH	DEFINED 9
			-----	-----	
			57	550	
PETROBRAS ENERGIA PARTICPTNS	SP ADR B SHS	71646M102	4	415 SH	DEFINED 20
			-----	-----	
			4	415	
PETROHAWK ENERGY CORP	COM	716495106	5	223 SH	DEFINED 9
			26	1200 SH	DEFINED 20
			-----	-----	
			31	1423	
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	530	14176 SH	DEFINED 9
			406	10860 SH	DEFINED 20
			-----	-----	
			937	25036	
PETROLEO BRASILEIRO SA PETRO	SPONSORED ADR	71654V408	106	2403 SH	DEFINED 9
			1239	28183 SH	DEFINED 20
			7	158 SH	DEFINED 8
			-----	-----	
			1351	30744	

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PUT/ PRN CALL	INVSTMT DSCRETN	O MA
PETROLEUM & RES CORP	COM	716549100	4	133 SH	DEFINED 9		
			61	2083 SH	DEFINED 20		
			-----	-----			
			65	2216			
PETROLEUM DEV CORP	COM	716578109	67	1500 SH	DEFINED 20		
			-----	-----			
			67	1500			
PETSMART INC	COM	716768106	268	10862 SH	DEFINED 9		
			13	540 SH	DEFINED 20		
			-----	-----			
			282	11402			
PFIZER INC	COM	717081103	35289	1913708 SH	DEFINED 9		
			38815	2104959 SH	DEFINED 20		
			34	1830 SH	DEFINED 8		
			-----	-----			
			74138	4020497			
PHARMACEUTICAL HLDRS TR	DEPOSITRY RCPT	71712A206	7	100 SH	DEFINED 20		
			-----	-----			
			7	100			

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PHARMACEUTICAL PROD DEV INC	COM	717124101	1471 1014	35585 24525	SH SH	DEFINED 9 DEFINED 20
			-----	-----		
			2486	60110		
PHARMERICA CORP	COM	71714F104	3 41	112 1812	SH SH	DEFINED 9 DEFINED 20
			-----	-----		
			43	1924		
PHASE FORWARD INC	COM	71721R406	882 112	42170 5362	SH SH	DEFINED 9 DEFINED 20
			-----	-----		
			994	47532		
PHILIP MORRIS INTL INC	COM	718172109	16670 45604 30	346568 948100 627	SH SH SH	DEFINED 9 DEFINED 20 DEFINED 8
			-----	-----		
			62304	1295295		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PUT/ CALL	INVSTMT DSCRETN	O MA
PHILIPPINE LONG DISTANCE TEL	SPONSORED ADR	718252604	4	77	SH	DEFINED 9	
			-----	-----			
			4	77			
PHILLIPS VAN HEUSEN CORP	COM	718592108	499 371	13161 9797	SH SH	DEFINED 9 DEFINED 20	
			-----	-----			
			870	22958			
PHOENIX COS INC NEW	COM	71902E109	1	137	SH	DEFINED 20	
			-----	-----			
			1	137			
PIEDMONT NAT GAS INC	COM	720186105	201 105	6292 3280	SH SH	DEFINED 9 DEFINED 20	
			-----	-----			
			306	9572			
PIMCO MUNICIPAL INCOME FD	COM	72200R107	317	23320	SH	DEFINED 20	
			-----	-----			
			317	23320			
PIMCO CORPORATE INCOME FD	COM	72200U100	141	15000	SH	DEFINED 9	
			-----	-----			
			141	15000			
PIMCO MUN INCOME FD II	COM	72200W106	208 103	18405 9124	SH SH	DEFINED 9 DEFINED 20	

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			-----	-----				
			311	27529				
PIMCO STRATEGIC GBL GOV FD I	COM	72200X104	5	500	SH		DEFINED	9
			-----	-----				
			5	500				
PIMCO MUN INCOME FD III	COM	72201A103	112	10016	SH		DEFINED	20
			-----	-----				
			112	10016				
PIMCO GLOBAL STOCKSPLS INCM	COM	722011103	111	7700	SH		DEFINED	20
			-----	-----				
			111	7700				

FORM 13F SEC NO 28-539
NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PUT/ PRN CALL	INVSTMT DSCRETN	O MA
-----	-----	-----	-----	-----	-----	-----	-----
PIMCO HIGH INCOME FD	COM SHS	722014107	76	8854	SH	DEFINED	9
			17	2000	SH	DEFINED	20
			-----	-----			
			93	10854			
PINNACLE WEST CAP CORP	COM	723484101	24	689	SH	DEFINED	9
			89	2597	SH	DEFINED	20
			-----	-----			
			113	3286			
PIONEER DRILLING CO	COM	723655106	35	2597	SH	DEFINED	9
			-----	-----			
			35	2597			
PIONEER MUN HIGH INC ADV TR	COM	723762100	41	4000	SH	DEFINED	9
			-----	-----			
			41	4000			
PIONEER NAT RES CO	NOTE 2.875% 1	723787AH0	4426	42000	SH	DEFINED	9
			-----	-----			
			4426	42000			
PIONEER NAT RES CO	COM	723787107	591	11297	SH	DEFINED	9
			475	9095	SH	DEFINED	20
			-----	-----			
			1066	20392			
PIPER JAFFRAY COS	COM	724078100	143	3303	SH	DEFINED	9
			21	488	SH	DEFINED	20
			-----	-----			
			164	3791			
PITNEY BOWES INC	COM	724479100	5415	162797	SH	DEFINED	9
			8158	245284	SH	DEFINED	20

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			13573	408081		
PLAINS ALL AMERN PIPELINE L	UNIT LTD PARTN	726503105	106	2688	SH	DEFINED 20
			106	2688		
PLAINS EXPL& PRODTN CO	COM	726505100	20	583	SH	DEFINED 9
			4	100	SH	DEFINED 20
			17	474	SH	DEFINED 8
			41	1157		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
PLANTRONICS INC NEW	COM	727493108	34	1500	SH		DEFINED 9	
			34	1500				
PLEXUS CORP	COM	729132100	87	4216	SH		DEFINED 9	
			36	1739	SH		DEFINED 20	
			123	5955				
PLUM CREEK TIMBER CO INC	COM	729251108	400	8024	SH		DEFINED 9	
			1851	37123	SH		DEFINED 20	
			2251	45147				
POLARIS INDS INC	COM	731068102	33	720	SH		DEFINED 20	
			33	720				
POLO RALPH LAUREN CORP	CL A	731572103	72	1079	SH		DEFINED 9	
			445	6677	SH		DEFINED 20	
			517	7756				
POLYCOM INC	COM	73172K104	487	21044	SH		DEFINED 9	
			82	3554	SH		DEFINED 20	
			569	24598				
POLYPORE INTL INC	COM	73179V103	1112	51678	SH		DEFINED 9	
			151	7041	SH		DEFINED 20	
			1263	58719				
POMEROY IT SOLUTIONS INC	COM	731822102	55	12167	SH		DEFINED 20	
			55	12167				

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POPULAR INC	COM	733174106	116 7	14016 825	SH SH	DEFINED 9 DEFINED 20
			-----	-----		
			123	14841		
PORTEC RAIL PRODS INC	COM	736212101	18	2125	SH	DEFINED 9
			-----	-----		
			18	2125		

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NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PUT/ CALL	INVTMT DSCRETN	O MA
-----	-----	-----	-----	-----	-----	-----	-----
PORTFOLIO RECOVERY ASSOCS IN	COM	73640Q105	221 60	4554 1232	SH SH	DEFINED 9 DEFINED 20	
			-----	-----			
			281	5786			
PORTLAND GEN ELEC CO	COM NEW	736508847	28	1175	SH	DEFINED 9	
			-----	-----			
			28	1175			
POST PPTYS INC	COM	737464107	9	307	SH	DEFINED 9	
			-----	-----			
			9	307			
POTASH CORP SASK INC	COM	73755L107	564 43	4272 323	SH SH	DEFINED 9 DEFINED 20	
			-----	-----			
			607	4595			
POTLATCH CORP NEW	COM	737630103	30 70	642 1500	SH SH	DEFINED 9 DEFINED 20	
			-----	-----			
			99	2142			
POWER INTEGRATIONS INC	COM	739276103	29 31	1194 1284	SH SH	DEFINED 9 DEFINED 20	
			-----	-----			
			60	2478			
POWERSHARES QQQ TRUST	UNIT SER 1	73935A104	17 890	430 22868	SH SH	DEFINED 9 DEFINED 20	
			-----	-----			
			907	23298			
POWERSHARES DB CMDTY IDX TRA	UNIT BEN INT	73935S105	8182 2046 9	241433 60380 261	SH SH SH	DEFINED 9 DEFINED 20 DEFINED 8	
			-----	-----			
			10237	302074			

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POWERSHARES ETF TRUST	PRVT EQTY PORT	73935X195	394	24199 SH	DEFINED 9
			538	33026 SH	DEFINED 20
			-----	-----	
			932	57225	

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NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN CALL	PUT/ DSCRETN	INVSTMT	O MA
-----	-----	-----	-----	-----	-----	-----	-----	-----
POWERSHARES ETF TRUST	CLEANTECH PORT	73935X278	42	1650 SH		DEFINED 9		
			-----	-----				
			42	1650				
POWERSHARES ETF TRUST	HLTHCR SVC POR	73935X328	1	56 SH		DEFINED 8		
			-----	-----				
			1	56				
POWERSHARES ETF TRUST	HLTHCR SEC POR	73935X351	4	153 SH		DEFINED 8		
			-----	-----				
			4	153				
POWERSHARES ETF TRUST	INDL SECT PORT	73935X369	2	62 SH		DEFINED 8		
			-----	-----				
			2	62				
POWERSHARES ETF TRUST	WNRHLL CLN EN	73935X500	41	2750 SH		DEFINED 9		
			-----	-----		DEFINED 20		
			74	4983 SH				
			-----	-----				
			115	7733				
POWERSHARES ETF TRUST	FTSE RAFI INDS	73935X534	2	33 SH		DEFINED 8		
			-----	-----				
			2	33				
POWERSHARES ETF TRUST	WATER RESOURCE	73935X575	48	2600 SH		DEFINED 9		
			-----	-----		DEFINED 20		
			41	2250 SH				
			-----	-----				
			89	4850				
POWERSHARES ETF TRUST	FTSE RAFI 1000	73935X583	246	5427 SH		DEFINED 20		
			-----	-----		DEFINED 8		
			14	318 SH				
			-----	-----				
			261	5745				
POWERSHARES ETF TRUST	DYNM LRG CP GR	73935X609	10	655 SH		DEFINED 20		
			-----	-----				
			10	655				
POWERSHARES ETF TRUST	DYN INS PTF	73935X641	1	63 SH		DEFINED 8		
			-----	-----				
			1	63				
POWERSHARES ETF TRUST	DYN SEMCT PORT	73935X781	5	394 SH		DEFINED 8		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
POWERSHARES ETF TRUST	DYN PHRMA PORT	73935X799	2	122	SH		DEFINED 8	
			2	122				
POWERSHARES ETF TRUST	DYN MEDIA PORT	73935X823	1	103	SH		DEFINED 8	
			1	103				
POWERSHS DB MULTI SECT COMM	DB PREC MTLs	73936B200	4	143	SH		DEFINED 20	
			4	143				
POWERSHS DB MULTI SECT COMM	DB AGRICULT FD	73936B408	278	9200	SH		DEFINED 9	
			46	1530	SH		DEFINED 20	
			8	269	SH		DEFINED 8	
			332	10999				
POWERSHS DB MULTI SECT COMM	DB BASE METALS	73936B705	3	136	SH		DEFINED 8	
			3	136				
POWERSHARES GLOBAL ETF FD	S&P 500 BUYWRT	73936G308	23	1000	SH		DEFINED 20	
			23	1000				
POWERSHARES GLOBAL ETF TRUST	GBL CLEAN ENER	73936T615	12	615	SH		DEFINED 9	
			2	100	SH		DEFINED 20	
			14	715				
PRAXAIR INC	COM	74005P104	22646	315660	SH		DEFINED 9	
			17311	241308	SH		DEFINED 20	
			11	154	SH		DEFINED 8	
			39968	557122				
PRECISION CASTPARTS CORP	COM	740189105	841	10680	SH		DEFINED 9	
			301	3819	SH		DEFINED 20	
			1142	14499				
PRECISION DRILLING TR	TR UNIT	740215108	1	61	SH		DEFINED 9	
			352	21228	SH		DEFINED 20	
			353	21289				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PUT/ CALL	INVSTMT DSCRETN	O MA
PRESIDENTIAL RLTY CORP NEW	CL B	741004204	4	900	SH	DEFINED	20
			4	900			
PRESTIGE BRANDS HLDGS INC	COM	74112D101	199	22358	SH	DEFINED	9
			279	31448	SH	DEFINED	20
			478	53806			
PRICE T ROWE GROUP INC	COM	74144T108	9957	185392	SH	DEFINED	9
			2094	38995	SH	DEFINED	20
			12052	224387			
PRICESMART INC	COM	741511109	89	5308	SH	DEFINED	9
			244	14549	SH	DEFINED	20
			332	19857			
PRIDE INTL INC DEL	COM	74153Q102	10	350	SH	DEFINED	9
			6	200	SH	DEFINED	20
			16	550			
PRINCETON NATL BANCORP INC	COM	742282106	5	200	SH	DEFINED	9
			5	200			
PRINCIPAL FINANCIAL GROUP IN	COM	74251V102	575	13214	SH	DEFINED	9
			15	338	SH	DEFINED	20
			589	13552			
PROASSURANCE CORP	COM	74267C106	276	4924	SH	DEFINED	9
			29	510	SH	DEFINED	20
			304	5434			
PROCTER & GAMBLE CO	COM	742718109	667998	9585280	SH	DEFINED	9
			86715	1244300	SH	DEFINED	20
			244	3498	SH	DEFINED	8
			754957	10833078			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN CALL	PUT/ DSCRETN	INVSTMT	O MA
PRIVATEBANCORP INC	COM	742962103	4	100	SH		DEFINED	20
			4	100				
PROGENICS PHARMACEUTICALS IN	COM	743187106	11	810	SH		DEFINED	9
			11	810				
PROGRESS ENERGY INC	COM	743263105	3536	81986	SH		DEFINED	9
			3456	80139	SH		DEFINED	20
			12	288	SH		DEFINED	8
			7005	162413				
PROGRESS SOFTWARE CORP	COM	743312100	21	818	SH		DEFINED	9
			8	295	SH		DEFINED	20
			29	1113				
PROGRESSIVE CORP OHIO	COM	743315103	71	4072	SH		DEFINED	9
			166	9512	SH		DEFINED	20
			236	13584				
PROLOGIS	NOTE 1.875%11	743410AR3	5231	75000	SH		DEFINED	9
			5231	75000				
PROLOGIS	SH BEN INT	743410102	385	9332	SH		DEFINED	9
			736	17823	SH		DEFINED	20
			1121	27155				
PROSHARES TR	ULTRA S&P 500	74347R107	686	13940	SH		DEFINED	20
			686	13940				
PROSHARES TR	ULTR SHRT MSCI	74347R354	2	20	SH		DEFINED	20
			2	20				
PROSHARES TR	SHORT S&P 500	74347R503	22	300	SH		DEFINED	20
			22	300				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
PROSHARES TR	REAL EST PRO	74347R552	2	25	SH		DEFINED	20
			2	25				
PROSPECT CAPITAL CORPORATION	COM	74348T102	19	1500	SH		DEFINED	8
			19	1500				
PROTECTIVE LIFE CORP	COM	743674103	509	17864	SH		DEFINED	9
			254	8908	SH		DEFINED	20
			763	26772				
PROVIDENT BANKSHARES CORP	COM	743859100	16	1675	SH		DEFINED	9
			16	1675				
PROVIDENT ENERGY TR	TR UNIT	74386K104	41	4600	SH		DEFINED	9
			13	1500	SH		DEFINED	8
			55	6100				
PROVIDENT FINL HLDGS INC	COM	743868101	44	4956	SH		DEFINED	9
			44	4956				
PRUDENTIAL FINL INC	COM	744320102	4693	65177	SH		DEFINED	9
			3381	46955	SH		DEFINED	20
			8074	112132				
PRUDENTIAL PLC	ADR	74435K204	3	171	SH		DEFINED	9
			0	9	SH		DEFINED	20
			3	180				
PSYCHIATRIC SOLUTIONS INC	COM	74439H108	628	16558	SH		DEFINED	9
			113	2965	SH		DEFINED	20
			741	19523				
PUBLIC SVC ENTERPRISE GROUP	COM	744573106	288	8781	SH		DEFINED	9
			423	12912	SH		DEFINED	20
			711	21693				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
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PUBLIC STORAGE	COM	74460D109	282 261	2853 2632	SH SH	DEFINED 9 DEFINED 20
			543	5485		
PUBLIC STORAGE	COM A DP1/1000	74460D729	19	730	SH	DEFINED 20
			19	730		
PUGET ENERGY INC NEW	COM	745310102	180 114	6729 4274	SH SH	DEFINED 9 DEFINED 20
			294	11003		
PULTE HOMES INC	COM	745867101	182 169	13003 12117	SH SH	DEFINED 9 DEFINED 20
			351	25120		
PUTMAN HIGH INCOME SEC FUND	SHS BEN INT	746779107	13	2224	SH	DEFINED 20
			13	2224		
PUTNAM MANAGED MUN INCOM TR	COM	746823103	40 39	6065 5990	SH SH	DEFINED 9 DEFINED 20
			79	12055		
PUTNAM PREMIER INCOME TR	SH BEN INT	746853100	29	5410	SH	DEFINED 9
			29	5410		
PUTNAM MASTER INTER INCOME T	SH BEN INT	746909100	12	2219	SH	DEFINED 20
			12	2219		
PUTNAM MUN OPPORTUNITIES TR	SH BEN INT	746922103	0 41	22 4000	SH SH	DEFINED 9 DEFINED 20
			42	4022		
QLOGIC CORP	COM	747277101	62	4018	SH	DEFINED 9
			62	4018		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN CALL	PUT/ INVSTMT DSCRETN	O MA
QUALCOMM INC	COM	747525103	9260 6510	215488 151497	SH SH	DEFINED 9 DEFINED 20	

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			7	152	SH	DEFINED	8
			-----	-----			
			15776	367137			
QUALITY SYS INC	COM	747582104	125	2957	SH	DEFINED	9
			13	312	SH	DEFINED	20
			-----	-----			
			138	3269			
QUANTA SVCS INC	COM	74762E102	70	2601	SH	DEFINED	9
			9	350	SH	DEFINED	20
			-----	-----			
			80	2951			
QUANTUM FUEL SYS TECH WORLDW	COM	74765E109	5	4145	SH	DEFINED	20
			-----	-----			
			5	4145			
QUEST DIAGNOSTICS INC	COM	74834L100	184	3565	SH	DEFINED	9
			81	1565	SH	DEFINED	20
			-----	-----			
			265	5130			
QUESTAR CORP	COM	748356102	14908	364323	SH	DEFINED	9
			4872	119062	SH	DEFINED	20
			8	200	SH	DEFINED	8
			-----	-----			
			19788	483585			
QWEST COMMUNICATIONS INTL IN	COM	749121109	2902	898352	SH	DEFINED	9
			1750	541717	SH	DEFINED	20
			-----	-----			
			4651	1440069			
RAIT FINANCIAL TRUST	COM	749227104	8	1520	SH	DEFINED	9
			-----	-----			
			8	1520			
RCM TECHNOLOGIES INC	COM NEW	749360400	2	1000	SH	DEFINED	20
			-----	-----			
			2	1000			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
-----	-----	-----	-----	-----	-----	-----	-----	-----
R H DONNELLEY CORP	COM NEW	74955W307	0	40	SH		DEFINED	9
			-----	-----				
				40				
RMR ASIA REAL ESTATE FUND	COM BENE INTER	74964Q101	4	500	SH		DEFINED	20
			-----	-----				
			4	500				

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RPC INC	COM	749660106	18	1300	SH	DEFINED 9
			-----	-----		
			18	1300		
RPM INTL INC	COM	749685103	934	48302	SH	DEFINED 9
			54	2815	SH	DEFINED 20
			-----	-----		
			989	51117		
RF MICRODEVICES INC	COM	749941100	2	730	SH	DEFINED 9
			0	96	SH	DEFINED 20
			-----	-----		
			2	826		
RADIANT SYSTEMS INC	COM	75025N102	0	45	SH	DEFINED 20
			-----	-----		
				45		
RADIOSHACK CORP	COM	750438103	5	290	SH	DEFINED 9
			-----	-----		
			5	290		
RAMBUS INC DEL	COM	750917106	36	2787	SH	DEFINED 9
			-----	-----		
			36	2787		
RANGE RES CORP	COM	75281A109	496	11564	SH	DEFINED 9
			128	2992	SH	DEFINED 20
			-----	-----		
			624	14556		
RAYMOND JAMES FINANCIAL INC	COM	754730109	498	15093	SH	DEFINED 9
			497	15068	SH	DEFINED 20
			-----	-----		
			995	30161		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
RAYONIER INC	COM	754907103	74	1559	SH		DEFINED 9	
			320	6762	SH		DEFINED 20	
			-----	-----				
			394	8321				
RAYTHEON CO	*W EXP 06/16/2	755111119	2	113	SH		DEFINED 9	
			-----	-----				
			2	113				
RAYTHEON CO	COM NEW	755111507	3851	71973	SH		DEFINED 9	
			3511	65616	SH		DEFINED 20	
			18	339	SH		DEFINED 8	

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			7381	137928		
REALNETWORKS INC	COM	75605L104	4	800 SH	DEFINED	20
			4	800		
REALTY INCOME CORP	COM	756109104	235	9161 SH	DEFINED	9
			12	460 SH	DEFINED	20
			246	9621		
REAVES UTIL INCOME FD	COM SH BEN INT	756158101	30	1805 SH	DEFINED	20
			30	1805		
RED HAT INC	COM	756577102	8	500 SH	DEFINED	9
			8	500		
RED ROBIN GOURMET BURGERS IN	COM	75689M101	24	900 SH	DEFINED	9
			0	8 SH	DEFINED	20
			24	908		
REDWOOD TR INC	COM	758075402	2	100 SH	DEFINED	20
			2	100		
REED ELSEVIER N V	SPONS ADR NEW	758204200	3	89 SH	DEFINED	9
			0	8 SH	DEFINED	20
			3	97		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN CALL	PUT/ INVSTMT DSCRETN	O MA
REGAL BELOIT CORP	COM	758750103	19	450 SH		DEFINED	9
			19	450			
REGAL ENTMT GROUP	CL A	758766109	43	2727 SH		DEFINED	9
			27	1708 SH		DEFINED	20
			70	4435			
REGIS CORP MINN	COM	758932107	23	854 SH		DEFINED	9
			23	854			
REGIONAL BK HOLDERS TR	DEPOSITRY RCPT	75902E100	11	100 SH		DEFINED	9

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			11	100		
REGIONS FINANCIAL CORP NEW	COM	7591EP100	124	12954 SH	DEFINED 9	
			79	8226 SH	DEFINED 20	
			-----	-----		
			203	21180		
REINSURANCE GROUP AMER INC	PFD TR INC EQ	759351307	20	335 SH	DEFINED 9	
			-----	-----		
			20	335		
RELIANT ENERGY INC	COM	75952B105	36	4946 SH	DEFINED 20	
			-----	-----		
			36	4946		
RENASANT CORP	COM	75970E107	219	10085 SH	DEFINED 9	
			22	1028 SH	DEFINED 20	
			-----	-----		
			241	11113		
REPSOL YPF S A	SPONSORED ADR	76026T205	6	212 SH	DEFINED 20	
			-----	-----		
			6	212		
REPUBLIC BANCORP KY	CL A	760281204	18	606 SH	DEFINED 20	
			-----	-----		
			18	606		

FORM 13F SEC NO 28-539
NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN CALL	PUT/ DSCRETN	INVSTMT	O MA
REPUBLIC SVCS INC	COM	760759100	851	28373 SH	DEFINED 9			
			682	22764 SH	DEFINED 20			
			-----	-----				
			1533	51137				
RES-CARE INC	COM	760943100	27	1487 SH	DEFINED 9			
			-----	-----				
			27	1487				
RESEARCH IN MOTION LTD	COM	760975102	560	8194 SH	DEFINED 9			
			111	1630 SH	DEFINED 20			
			-----	-----				
			671	9824				
RESMED INC	COM	761152107	84	1950 SH	DEFINED 9			
			20	460 SH	DEFINED 20			
			-----	-----				
			104	2410				
RESOURCES CONNECTION INC	COM	76122Q105	49	2172 SH	DEFINED 9			
			52	2314 SH	DEFINED 20			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/PRN AMT	SH/PRN CALL	PUT/INVTMT DSCRETN	MA
			101	4486			
REX ENERGY CORPORATION	COM	761565100	17	1100	SH	DEFINED 9	
			17	1100			
REYNOLDS AMERICAN INC	COM	761713106	370	7617	SH	DEFINED 9	
			359	7380	SH	DEFINED 20	
			729	14997			
RIO TINTO PLC	SPONSORED ADR	767204100	963	3859	SH	DEFINED 9	
			320	1283	SH	DEFINED 20	
			1283	5142			
RITCHIE BROS AUCTIONEERS	COM	767744105	23	964	SH	DEFINED 9	
			23	987	SH	DEFINED 20	
			46	1951			
RITE AID CORP	COM	767754104	2	2000	SH	DEFINED 9	
			2	2000			

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NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/PRN AMT	SH/PRN CALL	PUT/INVTMT DSCRETN	MA
RIVUS BOND FUND	COM	769667106	23	1637	SH	DEFINED 9	
			23	1637			
ROBERT HALF INTL INC	COM	770323103	27	1106	SH	DEFINED 9	
			27	1106			
ROCK-TENN CO	CL A	772739207	636	15896	SH	DEFINED 9	
			107	2684	SH	DEFINED 20	
			743	18580			
ROCKWELL AUTOMATION INC	COM	773903109	1014	27161	SH	DEFINED 9	
			756	20242	SH	DEFINED 20	
			1770	47403			
ROCKWELL COLLINS INC	COM	774341101	81	1682	SH	DEFINED 9	
			865	17984	SH	DEFINED 20	
			946	19666			

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ROCKWOOD HLDGS INC	COM	774415103	21	800	SH	DEFINED 9
			-----	-----		
			21	800		
ROHM & HAAS CO	COM	775371107	1039	14857	SH	DEFINED 9
			196	2800	SH	DEFINED 20
			-----	-----		
			1235	17657		
ROLLINS INC	COM	775711104	54	2837	SH	DEFINED 9
			58	3041	SH	DEFINED 20
			-----	-----		
			112	5878		
ROPER INDS INC NEW	COM	776696106	3193	56053	SH	DEFINED 9
			1343	23586	SH	DEFINED 20
			-----	-----		
			4536	79639		
ROSETTA RESOURCES INC	COM	777779307	281	15323	SH	DEFINED 9
			28	1502	SH	DEFINED 20
			-----	-----		
			309	16825		

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NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN CALL	PUT/ DSCRETN	INVSTMT	O
-----	-----	-----	-----	-----	-----	-----	-----	-----
ROSS STORES INC	COM	778296103	29	795	SH	DEFINED 9		
			-----	-----				
			29	795				
ROWAN COS INC	COM	779382100	8	255	SH	DEFINED 9		
			-----	-----				
			8	255				
ROYAL BK CDA MONTREAL QUE	COM	780087102	821	17095	SH	DEFINED 9		
			-----	-----				
			821	17095				
ROYAL BK SCOTLAND GROUP PLC	SP ADR PREF S	780097739	5	600	SH	DEFINED 20		
			-----	-----				
			5	600				
ROYAL BK SCOTLAND GROUP PLC	ADR PFD SER P	780097762	4	500	SH	DEFINED 9		
			17	2000	SH	DEFINED 20		
			-----	-----				
			21	2500				
ROYAL BK SCOTLAND GROUP PLC	SP ADR PREF M	780097796	9	1000	SH	DEFINED 9		
			2	200	SH	DEFINED 20		
			-----	-----				
			11	1200				

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ROYAL BK SCOTLAND GROUP PLC	SPON ADR SER H	780097879	8	800 SH	DEFINED 9
			8	800	
ROYAL DUTCH SHELL PLC	SPON ADR B	780259107	242	4244 SH	DEFINED 9
			200	3506 SH	DEFINED 20
			442	7750	
ROYAL DUTCH SHELL PLC	SPONS ADR A	780259206	11550	195732 SH	DEFINED 9
			19260	326384 SH	DEFINED 20
			30810	522116	
ROYAL GOLD INC	COM	780287108	17	475 SH	DEFINED 9
			4	100 SH	DEFINED 20
			21	575	

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NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN CALL	PUT/ CALL	INVSTMT DSCRETN	O MA
RUBICON TECHNOLOGY INC	COM	78112T107	1	100 SH			DEFINED 20	
			1	100				
RUDOLPH TECHNOLOGIES INC	COM	781270103	8	934 SH			DEFINED 9	
			8	1001 SH			DEFINED 20	
			16	1935				
RUTHS HOSPITALITY GROUP INC	COM	783332109	1	300 SH			DEFINED 9	
			1	300				
RYDER SYS INC	COM	783549108	27	428 SH			DEFINED 9	
			6	100 SH			DEFINED 20	
			33	528				
RYDEX ETF TRUST	S&P 500 EQ TRD	78355W106	11	300 SH			DEFINED 9	
			34	894 SH			DEFINED 20	
			45	1194				
S&P 500 COVERED CALL FD INC	COM	78381P109	1	100 SH			DEFINED 9	
			1	100				
SAIC INC	COM	78390X101	286	14127 SH			DEFINED 9	
			65	3196 SH			DEFINED 20	

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			-----	-----		
			350	17323		
SEI INVESTMENTS CO	COM	784117103	293	13179	SH	DEFINED 9
			64	2900	SH	DEFINED 20
			-----	-----		
			357	16079		
SK TELECOM LTD	SPONSORED ADR	78440P108	30	1575	SH	DEFINED 9
			2	106	SH	DEFINED 20
			-----	-----		
			32	1681		
SLM CORP	COM	78442P106	45	3643	SH	DEFINED 9
			-----	-----		
			45	3643		

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NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN CALL	PUT/ DSCRETN	INVSTMT	O MA
SPDR TR	UNIT SER 1	78462F103	14952	128905	SH		DEFINED 9	
			19125	164882	SH		DEFINED 20	
			-----	-----				
			34076	293787				
SPSS INC	COM	78462K102	7	225	SH		DEFINED 20	
			-----	-----				
			7	225				
S1 CORPORATION	COM	78463B101	1	200	SH		DEFINED 20	
			-----	-----				
			1	200				
SPDR GOLD TRUST	GOLD SHS	78463V107	7410	87109	SH		DEFINED 9	
			9389	110373	SH		DEFINED 20	
			38	444	SH		DEFINED 8	
			-----	-----				
			16838	197926				
SPDR INDEX SHS FDS	MIDEAST AFRICA	78463X806	3	49	SH		DEFINED 20	
			-----	-----				
			3	49				
SPDR INDEX SHS FDS	DJWS INTL REAL	78463X863	749	19636	SH		DEFINED 9	
			2426	63560	SH		DEFINED 20	
			-----	-----				
			3175	83196				
SPX CORP	COM	784635104	2783	36147	SH		DEFINED 9	
			6147	79827	SH		DEFINED 20	
			-----	-----				
			8930	115974				

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SPDR SERIES TRUST	DJWS SCAP GR	78464A201	26	324	SH	DEFINED 9
			-----	-----		
			26	324		
SPDR SERIES TRUST	LEHMN INTL ETF	78464A516	959	18475	SH	DEFINED 9
			1841	35486	SH	DEFINED 20
			-----	-----		
			2800	53961		
SPDR SERIES TRUST	DJ WLSH REIT E	78464A607	16	235	SH	DEFINED 9
			52	775	SH	DEFINED 20
			-----	-----		
			68	1010		

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NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PUT/ PRN CALL	INVSTMT DSCRETN	O MA
-----	-----	-----	-----	-----	-----	-----	-----
SPDR SERIES TRUST	OILGAS EQUIP	78464A748	12	375	SH	DEFINED 20	
			-----	-----			
			12	375			
SPDR SERIES TRUST	S&P METALS MNG	78464A755	14	300	SH	DEFINED 9	
			-----	-----			
			14	300			
SPDR SERIES TRUST	S&P DIVID ETF	78464A763	34	675	SH	DEFINED 8	
			-----	-----			
			34	675			
SPDR SERIES TRUST	SPDR KBW BK ET	78464A797	269	8000	SH	DEFINED 9	
			275	8175	SH	DEFINED 20	
			-----	-----			
			543	16175			
SRA INTL INC	CL A	78464R105	33	1475	SH	DEFINED 9	
			-----	-----			
			33	1475			
SVB FINL GROUP	COM	78486Q101	1	9	SH	DEFINED 20	
			-----	-----			
			1	9			
S Y BANCORP INC	COM	785060104	361	11780	SH	DEFINED 20	
			-----	-----			
			361	11780			
SABINE ROYALTY TR	UNIT BEN INT	785688102	224	4000	SH	DEFINED 9	
			-----	-----			
			224	4000			
SAFEGUARD SCIENTIFICS INC	COM	786449108	4	3000	SH	DEFINED 20	

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN CALL	PUT/ INVSTMT DSCRETN	MA
			4	3000			
SAFETY INS GROUP INC	COM	78648T100	24	625	SH	DEFINED	9
			24	625			
SAFEWAY INC	COM NEW	786514208	822	34651	SH	DEFINED	9
			777	32740	SH	DEFINED	20
			1599	67391			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN CALL	PUT/ INVSTMT DSCRETN	MA
ST JOE CO	COM	790148100	25	650	SH	DEFINED	9
			25	650			
ST JUDE MED INC	COM	790849103	3751	86253	SH	DEFINED	9
			1480	34040	SH	DEFINED	20
			5232	120293			
ST MARY LD & EXPL CO	COM	792228108	20	550	SH	DEFINED	9
			2	70	SH	DEFINED	20
			22	620			
SAKS INC	COM	79377W108	5	520	SH	DEFINED	20
			5	520			
SALESFORCE COM INC	COM	79466L302	208	4307	SH	DEFINED	9
			0	10	SH	DEFINED	20
			209	4317			
SALLY BEAUTY HLDGS INC	COM	79546E104	390	45348	SH	DEFINED	9
			541	62950	SH	DEFINED	20
			931	108298			
SAN JUAN BASIN RTY TR	UNIT BEN INT	798241105	194	5096	SH	DEFINED	9
			194	5096			
SANDERSON FARMS INC	COM	800013104	26	700	SH	DEFINED	9
			26	700			
SANDISK CORP	COM	80004C101	65	3346	SH	DEFINED	9

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			4	187	SH	DEFINED	20
			-----	-----			
			69	3533			
SANOFI AVENTIS	SPONSORED ADR	80105N105	467	14213	SH	DEFINED	9
			408	12415	SH	DEFINED	20
			-----	-----			
			875	26628			

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NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
-----	-----	-----	-----	-----	-----	-----	-----	-----
SAP AKTIENGESELLSCHAFT	SPONSORED ADR	803054204	130	2434	SH		DEFINED	9
			949	17754	SH		DEFINED	20
			5	100	SH		DEFINED	8
			-----	-----				
			1084	20288				
SAPIENT CORP	COM	803062108	61	8190	SH		DEFINED	9
			26	3464	SH		DEFINED	20
			-----	-----				
			87	11654				
SARA LEE CORP	COM	803111103	2288	181128	SH		DEFINED	9
			540	42772	SH		DEFINED	20
			-----	-----				
			2828	223900				
SASOL LTD	SPONSORED ADR	803866300	136	3201	SH		DEFINED	9
			865	20363	SH		DEFINED	20
			6	133	SH		DEFINED	8
			-----	-----				
			1007	23697				
SATYAM COMPUTER SERVICES LTD	ADR	804098101	32	2000	SH		DEFINED	20
			-----	-----				
			32	2000				
SAUL CTRS INC	COM	804395101	5	102	SH		DEFINED	20
			-----	-----				
			5	102				
SCANA CORP NEW	COM	80589M102	75	1933	SH		DEFINED	9
			72	1844	SH		DEFINED	20
			-----	-----				
			147	3777				
SCHAWK INC	CL A	806373106	163	10780	SH		DEFINED	9
			16	1090	SH		DEFINED	20
			-----	-----				
			179	11870				

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SCHEIN HENRY INC	COM	806407102	576	10702	SH	DEFINED 9
			1714	31834	SH	DEFINED 20
			-----	-----		
			2290	42536		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN CALL	PUT/ DSCRETN	INVSTMT	O
-----	-----	-----	-----	-----	-----	-----	-----	-----
SCHERING PLOUGH CORP	COM	806605101	7644	413879	SH	DEFINED 9		
			3536	191462	SH	DEFINED 20		
			-----	-----				
			11181	605341				
SCHERING PLOUGH CORP	PFD CONV MAN07	806605705	20	115	SH	DEFINED 9		
			-----	-----				
			20	115				
SCHLUMBERGER LTD	COM	806857108	37991	486499	SH	DEFINED 9		
			21311	272896	SH	DEFINED 20		
			22	285	SH	DEFINED 8		
			-----	-----				
			59324	759680				
SCHNITZER STL INDS	CL A	806882106	345	8798	SH	DEFINED 9		
			175	4470	SH	DEFINED 20		
			-----	-----				
			521	13268				
SCHULMAN A INC	COM	808194104	77	3883	SH	DEFINED 9		
			-----	-----				
			77	3883				
SCHWAB CHARLES CORP NEW	COM	808513105	16485	634031	SH	DEFINED 9		
			14211	546586	SH	DEFINED 20		
			16	600	SH	DEFINED 8		
			-----	-----				
			30712	1181217				
SCHWEITZER-MAUDUIT INTL INC	COM	808541106	231	12183	SH	DEFINED 9		
			24	1240	SH	DEFINED 20		
			-----	-----				
			255	13423				
SCICLONE PHARMACEUTICALS INC	COM	80862K104	1	500	SH	DEFINED 20		
			-----	-----				
			1	500				
SCIENTIFIC GAMES CORP	CL A	80874P109	236	10237	SH	DEFINED 9		
			214	9294	SH	DEFINED 20		
			-----	-----				
			450	19531				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PUT/ CALL	INVSTMT DSCRETN	O MA
SCOTTS MIRACLE GRO CO	CL A	810186106	356	15057	SH	DEFINED	9
			157	6633	SH	DEFINED	20
			513	21690			
SCRIPPS E W CO OHIO	CL A NEW	811054402	2	229	SH	DEFINED	9
			2	229			
SCRIPPS NETWORKS INTERACT IN	CL A COM	811065101	1369	37693	SH	DEFINED	9
			1369	37693			
SEACOR HOLDINGS INC	COM	811904101	5	58	SH	DEFINED	9
			5	58			
SEALED AIR CORP NEW	COM	81211K100	24	1103	SH	DEFINED	9
			8	385	SH	DEFINED	20
			33	1488			
SEARS HLDGS CORP	COM	812350106	23	247	SH	DEFINED	9
			352	3766	SH	DEFINED	20
			375	4013			
SELECT SECTOR SPDR TR	SBI MATERIALS	81369Y100	94	2800	SH	DEFINED	9
			878	26291	SH	DEFINED	20
			972	29091			
SELECT SECTOR SPDR TR	SBI HEALTHCARE	81369Y209	291	9669	SH	DEFINED	9
			1775	59058	SH	DEFINED	20
			2065	68727			
SELECT SECTOR SPDR TR	SBI CONS STPLS	81369Y308	88	3200	SH	DEFINED	9
			1888	68400	SH	DEFINED	20
			1976	71600			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
SELECT SECTOR SPDR TR	SBI CONS DISCR	81369Y407	362	12961	SH		DEFINED	9
			1676	60086	SH		DEFINED	20
			14	500	SH		DEFINED	8
			-----	-----				
			2052	73547				
SELECT SECTOR SPDR TR	SBI INT-ENERGY	81369Y506	2666	42110	SH		DEFINED	9
			2752	43473	SH		DEFINED	20
			-----	-----				
			5417	85583				
SELECT SECTOR SPDR TR	SBI INT-FINL	81369Y605	7421	373113	SH		DEFINED	9
			4388	220627	SH		DEFINED	20
			4	200	SH		DEFINED	8
			-----	-----				
			11813	593940				
SELECT SECTOR SPDR TR	SBI INT-INDS	81369Y704	119	3875	SH		DEFINED	9
			2440	79206	SH		DEFINED	20
			-----	-----				
			2559	83081				
SELECT SECTOR SPDR TR	SBI INT-TECH	81369Y803	5311	267571	SH		DEFINED	9
			3185	160457	SH		DEFINED	20
			2	113	SH		DEFINED	8
			-----	-----				
			8499	428141				
SELECT SECTOR SPDR TR	SBI INT-UTILS	81369Y886	315	9485	SH		DEFINED	9
			342	10300	SH		DEFINED	20
			-----	-----				
			657	19785				
SECURITY BANK CORP	COM	814047106	6	1400	SH		DEFINED	9
-----	-----		6	1400				
SELECT COMFORT CORP	COM	81616X103	1	885	SH		DEFINED	20
-----	-----		1	885				
SELECTIVE INS GROUP INC	COM	816300107	1	58	SH		DEFINED	9
-----	-----		1	58				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
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SELIGMAN SELECT MUN FD INC	COM	816344105	0 6	30 665	SH SH	DEFINED 9 DEFINED 20
			6	695		
SEMTECH CORP	COM	816850101	313 428	22406 30646	SH SH	DEFINED 9 DEFINED 20
			741	53052		
SEMPRA ENERGY	COM	816851109	216 136	4284 2691	SH SH	DEFINED 9 DEFINED 20
			352	6975		
SEMITOOL INC	COM	816909105	146 15	17860 1830	SH SH	DEFINED 9 DEFINED 20
			161	19690		
SENIOR HSG PPTYS TR	SH BEN INT	81721M109	2	92	SH	DEFINED 9
			2	92		
SENSIENT TECHNOLOGIES CORP	COM	81725T100	61 3	2177 100	SH SH	DEFINED 9 DEFINED 20
			64	2277		
SEPRACOR INC	COM	817315104	1	70	SH	DEFINED 20
			1	70		
SERVICE CORP INTL	COM	817565104	112 258	13340 30883	SH SH	DEFINED 9 DEFINED 20
			370	44223		
SHAW GROUP INC	COM	820280105	75 15	2450 500	SH SH	DEFINED 9 DEFINED 20
			91	2950		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN CALL	PUT/ CALL	INVSTMT DSCRETN	O MA
SHERWIN WILLIAMS CO	COM	824348106	709 4184	12397 73196	SH SH		DEFINED 9 DEFINED 20	
			4892	85593				

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SHINHAN FINANCIAL GROUP CO L	SPN ADR RESTRD	824596100	34	478	SH	DEFINED	9
			586	8230	SH	DEFINED	20
			4	59	SH	DEFINED	8
			-----	-----			
			625	8767			
SIEMENS A G	SPONSORED ADR	826197501	266	2833	SH	DEFINED	9
			204	2176	SH	DEFINED	20
						-----	-----
			470	5009			
SIGMA ALDRICH CORP	COM	826552101	235	4492	SH	DEFINED	9
			515	9820	SH	DEFINED	20
						-----	-----
			750	14312			
SIGMA DESIGNS INC	COM	826565103	1	68	SH	DEFINED	9
						-----	-----
			1	68			
SILGAN HOLDINGS INC	COM	827048109	2	40	SH	DEFINED	9
						-----	-----
			2	40			
SILICONWARE PRECISION INDS L	SPONSD ADR SPL	827084864	0	46	SH	DEFINED	20
						-----	-----
				46			
SILVER WHEATON CORP	COM	828336107	3	333	SH	DEFINED	9
			8	1000	SH	DEFINED	20
						-----	-----
			11	1333			
SIMON PPTY GROUP INC NEW	COM	828806109	1670	17217	SH	DEFINED	9
			5856	60373	SH	DEFINED	20
						-----	-----
			7526	77590			
SIMPSON MANUFACTURING CO INC	COM	829073105	1	20	SH	DEFINED	20
						-----	-----
			1	20			

FORM 13F SEC NO 28-539
NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
SIRIUS XM RADIO INC	COM	82967N108	5	8541	SH		DEFINED	9
						-----	-----	
			5	8541				
SKECHERS U S A INC	CL A	830566105	217	12870	SH		DEFINED	9
			115	6840	SH		DEFINED	20

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			-----	-----		
			332	19710		
SKYWORKS SOLUTIONS INC	COM	83088M102	72	8555 SH	DEFINED	20
			-----	-----		
			72	8555		
SMALL CAP PREM & DIV INCM FD	COM	83165P101	10	762 SH	DEFINED	9
			6	500 SH	DEFINED	20
			-----	-----		
			16	1262		
SMITH & NEPHEW PLC	SPDN ADR NEW	83175M205	3	50 SH	DEFINED	9
			-----	-----		
			3	50		
SMITH A O	COM	831865209	35	900 SH	DEFINED	9
			14	364 SH	DEFINED	20
			-----	-----		
			50	1264		
SMITH INTL INC	COM	832110100	433	7387 SH	DEFINED	9
			78	1337 SH	DEFINED	20
			-----	-----		
			512	8724		
SMITHFIELD FOODS INC	COM	832248108	56	3536 SH	DEFINED	9
			-----	-----		
			56	3536		
SMUCKER J M CO	COM NEW	832696405	1349	26618 SH	DEFINED	9
			146	2873 SH	DEFINED	20
			-----	-----		
			1495	29491		
SNAP ON INC	COM	833034101	1720	32667 SH	DEFINED	9
			921	17490 SH	DEFINED	20
			-----	-----		
			2641	50157		

FORM 13F SEC NO 28-539
NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
SOCIEDAD QUIMICA MINERA DE C	SPON ADR SER B	833635105	24	958 SH			DEFINED	9
			404	16024 SH			DEFINED	20
			3	119 SH			DEFINED	8
			-----	-----				
			431	17101				
SOFTBRANDS INC	COM	83402A107	1	671 SH			DEFINED	9
			-----	-----				
			1	671				

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SOHU COM INC	COM	83408W103	8	143 SH	DEFINED 9
			8	143	
SOLARFUN POWER HOLDINGS CO L	SPONSORED ADR	83415U108	12	1100 SH	DEFINED 20
			12	1100	
SOLERA HOLDINGS INC	COM	83421A104	177	6164 SH	DEFINED 9
			18	610 SH	DEFINED 20
			195	6774	
SOLUTIA INC	COM NEW	834376501	0	28 SH	DEFINED 9
				28	
SOMANETICS CORP	COM NEW	834445405	24	1084 SH	DEFINED 9
			25	1163 SH	DEFINED 20
			49	2247	
SONESTA INTL HOTELS CORP	CL A	835438409	1	30 SH	DEFINED 9
			1	30	
SONIC CORP	COM	835451105	2	150 SH	DEFINED 9
			2	150	
SONICWALL INC	COM	835470105	1	100 SH	DEFINED 20
			1	100	

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NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PUT/ PRN CALL	INVSTMT DCRETN	O MA
SONOCO PRODS CO	COM	835495102	167	5625 SH	DEFINED 9		
			40	1335 SH	DEFINED 20		
			207	6960			
SONY CORP	ADR NEW	835699307	50	1624 SH	DEFINED 9		
			39	1251 SH	DEFINED 20		
			89	2875			
SOURCE CAP INC	COM	836144105	55	1157 SH	DEFINED 9		
			6	127 SH	DEFINED 20		
			61	1284			

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SOURCEFORGE INC	COM	83616W101	0	100	SH	DEFINED	9
			-----	-----			
				100			
SOUTH FINL GROUP INC	COM	837841105	95	12900	SH	DEFINED	20
			-----	-----			
			95	12900			
SOUTH JERSEY INDS INC	COM	838518108	25	714	SH	DEFINED	9
			-----	-----			
			25	714			
SOUTHERN CO	COM	842587107	1914	50788	SH	DEFINED	9
			3336	88504	SH	DEFINED	20
			51	1350	SH	DEFINED	8
			-----	-----			
			5301	140642			
SOUTHERN COPPER CORP	COM	84265V105	61	3186	SH	DEFINED	9
			263	13800	SH	DEFINED	20
			-----	-----			
			324	16986			
SOUTHERN UN CO NEW	COM	844030106	273	13206	SH	DEFINED	9
			33	1588	SH	DEFINED	20
			-----	-----			
			305	14794			

FORM 13F SEC NO 28-539
NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
-----	-----	-----	-----	-----	-----	-----	-----	-----
SOUTHWEST AIRLS CO	COM	844741108	349	24028	SH		DEFINED	9
			25	1700	SH		DEFINED	20
			-----	-----				
			373	25728				
SOUTHWEST BANCORP INC OKLA	COM	844767103	302	17090	SH		DEFINED	9
			424	24009	SH		DEFINED	20
			-----	-----				
			726	41099				
SOUTHWEST GAS CORP	COM	844895102	11	350	SH		DEFINED	20
			-----	-----				
			11	350				
SOUTHWESTERN ENERGY CO	COM	845467109	54	1759	SH		DEFINED	9
			135	4412	SH		DEFINED	20
			-----	-----				
			188	6171				
SOVEREIGN BANCORP INC	COM	845905108	5	1266	SH		DEFINED	9

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			2	525	SH	DEFINED	20
			7	1791			
SPARTAN MTRS INC	COM	846819100	9	2900	SH	DEFINED	20
			9	2900			
SPARTECH CORP	COM NEW	847220209	69	7000	SH	DEFINED	20
			69	7000			
SPECTRA ENERGY CORP	COM	847560109	6458	271354	SH	DEFINED	9
			5049	212155	SH	DEFINED	20
			10	440	SH	DEFINED	8
			11518	483949			
SPECTRANETICS CORP	COM	84760C107	1	150	SH	DEFINED	9
			1	150			
SPIRIT AEROSYSTEMS HLDGS INC	COM CL A	848574109	14	859	SH	DEFINED	9
			14	859			

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NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN CALL	PUT/ CALL	INVSTMT DSCRETN	O MA
SPRINT NEXTEL CORP	COM SER 1	852061100	250	40927	SH		DEFINED	9
			20	3213	SH		DEFINED	20
			269	44140				
STANDARD MICROSYSTEMS CORP	COM	853626109	31	1250	SH		DEFINED	9
			31	1250				
STANDARD REGISTER CO	COM	853887107	50966	5174224	SH		DEFINED	9
			5	470	SH		DEFINED	20
			50971	5174694				
STANLEY INC	COM	854532108	52	1400	SH		DEFINED	9
			52	1400				
STANLEY WKS	COM	854616109	215	5153	SH		DEFINED	9
			310	7425	SH		DEFINED	20
			525	12578				

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STAPLES INC	COM	855030102	181 131	8033 5829	SH SH	DEFINED 9 DEFINED 20
			-----	-----		
			312	13862		
STARBUCKS CORP	COM	855244109	158 244	10621 16378	SH SH	DEFINED 9 DEFINED 20
			-----	-----		
			401	26999		
STATE AUTO FINL CORP	COM	855707105	131	4504	SH	DEFINED 9
			-----	-----		
			131	4504		
STARWOOD HOTELS&RESORTS WRLD	COM	85590A401	42 18	1497 622	SH SH	DEFINED 9 DEFINED 20
			-----	-----		
			60	2119		
STATE STR CORP	COM	857477103	1369 1141	24064 20062	SH SH	DEFINED 9 DEFINED 20
			-----	-----		
			2510	44126		

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NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
STATOILHYDRO ASA	SPONSORED ADR	85771P102	189 167	7923 7014	SH SH		DEFINED 9 DEFINED 20	
			-----	-----				
			355	14937				
STEAK N SHAKE CO	COM	857873103	133 187	15292 21514	SH SH		DEFINED 9 DEFINED 20	
			-----	-----				
			319	36806				
STEEL DYNAMICS INC	COM	858119100	35 63	2065 3668	SH SH		DEFINED 9 DEFINED 20	
			-----	-----				
			98	5733				
STEELCASE INC	CL A	858155203	26473	2462563	SH		DEFINED 20	
			-----	-----				
			26473	2462563				
STERLING BANCSHARES INC	COM	858907108	9	850	SH		DEFINED 9	
			-----	-----				
			9	850				
STERICYCLE INC	COM	858912108	4782 2436	81172 41344	SH SH		DEFINED 9 DEFINED 20	

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			-----	-----			
			7217	122516			
STERIS CORP	COM	859152100	419	11145	SH	DEFINED	9
			398	10586	SH	DEFINED	20
			-----	-----			
			817	21731			
STERLING CONSTRUCTION CO INC	COM	859241101	6	370	SH	DEFINED	20
			-----	-----			
			6	370			
STEWART ENTERPRISES INC	CL A	860370105	225	28630	SH	DEFINED	9
			23	2930	SH	DEFINED	20
			-----	-----			
			248	31560			
STMICROELECTRONICS N V	NY REGISTRY	861012102	26	2570	SH	DEFINED	9
			35	3478	SH	DEFINED	20
			-----	-----			
			62	6048			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
STRATASYS INC	COM	862685104	27	1554	SH		DEFINED	9
			29	1672	SH		DEFINED	20
			-----	-----				
			56	3226				
STRATEGIC GLOBAL INCOME FD	COM	862719101	25	2597	SH		DEFINED	20
			-----	-----				
			25	2597				
STRAYER ED INC	COM	863236105	100	500	SH		DEFINED	9
			-----	-----				
			100	500				
STRYKER CORP	COM	863667101	5439	87300	SH		DEFINED	9
			11445	183713	SH		DEFINED	20
			6	100	SH		DEFINED	8
			-----	-----				
			16890	271113				
STURM RUGER & CO INC	COM	864159108	79	11334	SH		DEFINED	9
			213	30745	SH		DEFINED	20
			-----	-----				
			292	42079				
SUMMIT FINANCIAL GROUP INC	COM	86606G101	132	11248	SH		DEFINED	9
			-----	-----				
			132	11248				

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SUN COMMUNITIES INC	COM	866674104	297 0	15000 1	SH SH	DEFINED 9 DEFINED 20
			-----	-----		
			297	15001		
SUN LIFE FINL INC	COM	866796105	680 266	19218 7525	SH SH	DEFINED 9 DEFINED 20
			-----	-----		
			946	26743		
SUN MICROSYSTEMS INC	COM NEW	866810203	86 14	11302 1871	SH SH	DEFINED 9 DEFINED 20
			-----	-----		
			100	13173		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN CALL	PUT/ DSCRETN	INVSTMT	O MA
-----	-----	-----	-----	-----	-----	-----	-----	-----
SUN HEALTHCARE GROUP INC	COM NEW	866933401	206 90	14062 6168	SH SH	DEFINED 9 DEFINED 20		
			-----	-----				
			297	20230				
SUN HYDRAULICS CORP	COM	866942105	425 577	16305 22147	SH SH	DEFINED 9 DEFINED 20		
			-----	-----				
			1001	38452				
SUNCOR ENERGY INC	COM	867229106	44 328	1042 7784	SH SH	DEFINED 9 DEFINED 20		
			-----	-----				
			372	8826				
SUNOPTA INC	COM	8676EP108	2	250	SH	DEFINED 9		
			-----	-----				
			2	250				
SUNOCO LOGISTICS PRNRS L P	COM UNITS	86764L108	22	500	SH	DEFINED 20		
			-----	-----				
			22	500				
SUNOCO INC	COM	86764P109	247 154	6941 4315	SH SH	DEFINED 9 DEFINED 20		
			-----	-----				
			400	11256				
SUNPOWER CORP	COM CL A	867652109	50	700	SH	DEFINED 9		
			-----	-----				
			50	700				
SUNRISE SENIOR LIVING INC	COM	86768K106	1	50	SH	DEFINED 9		

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		-----		-----			
				1		50	
SUNSTONE HOTEL INVS INC NEW	COM	867892101		2		185 SH	DEFINED 20

				2		185	
SUNTRUST BKS INC	COM	867914103		4717		104841 SH	DEFINED 9
				1486		33030 SH	DEFINED 20

				6203		137871	

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
-----		-----	-----	-----	-----	-----	-----	-----
SUPERCONDUCTOR TECHNOLOGIES	COM NEW	867931305	0	20	SH		DEFINED 20	

				20				
SUNTECH PWR HLDGS CO LTD	ADR	86800C104	35	971	SH		DEFINED 9	
			22	600	SH		DEFINED 20	

			56	1571				
SUPERIOR ENERGY SVCS INC	COM	868157108	943	30274	SH		DEFINED 9	
			641	20591	SH		DEFINED 20	

			1584	50865				
SUPERVALU INC	COM	868536103	825	38024	SH		DEFINED 9	
			434	19994	SH		DEFINED 20	

			1259	58018				
SURMODICS INC	COM	868873100	14	456	SH		DEFINED 9	
			16	499	SH		DEFINED 20	

			30	955				
SUSQUEHANNA BANCSHARES INC P	COM	869099101	29	1500	SH		DEFINED 9	

			29	1500				
SWIFT ENERGY CO	COM	870738101	39	1000	SH		DEFINED 9	

			39	1000				
SYBASE INC	NOTE 1.750% 2	871130AB6	4493	35000	SH		DEFINED 9	

			4493	35000				
SYBASE INC	COM	871130100	542	17688	SH		DEFINED 9	

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			88	2886	SH	DEFINED	20
			-----	-----			
			630	20574			
SYKES ENTERPRISES INC	COM	871237103	22	1000	SH	DEFINED	20
			-----	-----			
			22	1000			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
-----	-----	-----	-----	-----	-----	-----	-----	-----
SYMANTEC CORP	NOTE 0.750% 6	871503AD0	664	6000	SH		DEFINED	9
			-----	-----				
			664	6000				
SYMANTEC CORP	NOTE 1.000% 6	871503AF5	8184	75000	SH		DEFINED	9
			-----	-----				
			8184	75000				
SYMANTEC CORP	COM	871503108	496	25337	SH		DEFINED	9
			7	365	SH		DEFINED	20
			-----	-----				
			503	25702				
SYMMETRICOM INC	COM	871543104	169	33992	SH		DEFINED	9
			164	32910	SH		DEFINED	20
			-----	-----				
			333	66902				
SYNGENTA AG	SPONSORED ADR	87160A100	6301	148886	SH		DEFINED	9
			3103	73312	SH		DEFINED	20
			3	80	SH		DEFINED	8
			-----	-----				
			9407	222278				
SYNOPSYS INC	COM	871607107	13	646	SH		DEFINED	9
			-----	-----				
			13	646				
SYNOVUS FINL CORP	COM	87161C105	282	27207	SH		DEFINED	9
			80	7766	SH		DEFINED	20
			-----	-----				
			362	34973				
SYPRIS SOLUTIONS INC	COM	871655106	16	10000	SH		DEFINED	20
			-----	-----				
			16	10000				
SYSCO CORP	COM	871829107	16246	526946	SH		DEFINED	9
			8194	265767	SH		DEFINED	20
			16	535	SH		DEFINED	8
			-----	-----				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
TCF FINL CORP	COM	872275102	518	28762	SH		DEFINED 9	
			1376	76423	SH		DEFINED 20	
			1893	105185				
TD AMERITRADE HLDG CORP	COM	87236Y108	20	1187	SH		DEFINED 9	
			3	200	SH		DEFINED 20	
			23	1387				
TECO ENERGY INC	COM	872375100	158	10048	SH		DEFINED 9	
			146	9284	SH		DEFINED 20	
			304	19332				
TEPPCO PARTNERS L P	UT LTD PARTNER	872384102	44	1700	SH		DEFINED 9	
			256	9800	SH		DEFINED 20	
			13	500	SH		DEFINED 8	
			314	12000				
THQ INC	COM NEW	872443403	554	45986	SH		DEFINED 9	
			216	17960	SH		DEFINED 20	
			770	63946				
TJX COS INC NEW	COM	872540109	5460	178899	SH		DEFINED 9	
			7208	236164	SH		DEFINED 20	
			12668	415063				
TTM TECHNOLOGIES INC	COM	87305R109	348	35038	SH		DEFINED 9	
			435	43877	SH		DEFINED 20	
			783	78915				
T-3 ENERGY SRVCS INC	COM	87306E107	493	13272	SH		DEFINED 9	
			60	1622	SH		DEFINED 20	
			553	14894				
TW TELECOM INC	COM	87311L104	343	32992	SH		DEFINED 9	
			56	5372	SH		DEFINED 20	
			399	38364				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PUT/ CALL	INVSTMT DSCRETN	O MA
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	213	22763	SH	DEFINED	9
			168	17956	SH	DEFINED	20
			382	40719			
TALEO CORP	CL A	87424N104	7	366	SH	DEFINED	20
			7	366			
TALISMAN ENERGY INC	COM	87425E103	22	1520	SH	DEFINED	9
			22	1520			
TANGER FACTORY OUTLET CTRS I	COM	875465106	26	603	SH	DEFINED	9
			26	603			
TARGA RESOURCES PARTNERS LP	COM UNIT	87611X105	26	1500	SH	DEFINED	20
			26	1500			
TARGET CORP	COM	87612E106	25901	528057	SH	DEFINED	9
			12738	259701	SH	DEFINED	20
			32	650	SH	DEFINED	8
			38672	788408			
TASEKO MINES LTD	COM	876511106	4	2000	SH	DEFINED	9
			4	2000			
TATA COMMUNICATIONS LTD	SPONS ADR	876564105	8	375	SH	DEFINED	9
			8	375			
TATA MTRS LTD	SPONSORED ADR	876568502	3	400	SH	DEFINED	9
			3	400			
TAUBMAN CTRS INC	COM	876664103	43	854	SH	DEFINED	9
			43	854			
TECH DATA CORP	DBCV 2.750%12	878237AE6	588	7000	SH	DEFINED	9
			588	7000			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN CALL	PUT/ DSCRETN	INVSTMT	O MA
TECH DATA CORP	COM	878237106	3	100	SH		DEFINED	9
			4	130	SH		DEFINED	20
			7	230				
TECHTEAM GLOBAL INC	COM	878311109	2	240	SH		DEFINED	9
			2	240				
TECHNE CORP	COM	878377100	402	5578	SH		DEFINED	9
			377	5232	SH		DEFINED	20
			780	10810				
TECHNOLOGY RESH CORP	COM NEW	878727304	9	4000	SH		DEFINED	9
			0	200	SH		DEFINED	20
			9	4200				
TECK COMINCO LTD	CL B	878742204	7	224	SH		DEFINED	9
			9	322	SH		DEFINED	20
			4	122	SH		DEFINED	8
			19	668				
TEJON RANCH CO DEL	COM	879080109	97	2604	SH		DEFINED	9
			265	7142	SH		DEFINED	20
			362	9746				
TELE NORTE LESTE PART S A	SPON ADR PFD	879246106	0	14	SH		DEFINED	20
				14				
TELECOM HLDRS TR	DEPOSITRY RCPT	87927P200	63	2400	SH		DEFINED	20
			63	2400				
TELECOM ITALIA S P A NEW	SPON ADR ORD	87927Y102	6	419	SH		DEFINED	9
			6	419				
TELEDYNE TECHNOLOGIES INC	COM	879360105	20	351	SH		DEFINED	9
			20	351				

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 NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
TELEFLEX INC	COM	879369106	883	13914	SH		DEFINED	9
			117	1843	SH		DEFINED	20
			-----	-----				
			1000	15757				
TELEFONICA S A	SPONSORED ADR	879382208	429	6000	SH		DEFINED	9
			456	6377	SH		DEFINED	20
			-----	-----				
			885	12377				
TELEFONOS DE MEXICO S A B	SPON ADR ORD L	879403780	3	130	SH		DEFINED	9
			62	2400	SH		DEFINED	20
			-----	-----				
			65	2530				
TELEPHONE & DATA SYS INC	COM	879433100	16	448	SH		DEFINED	9
			-----	-----				
			16	448				
TELLABS INC	COM	879664100	30	7348	SH		DEFINED	9
			6	1500	SH		DEFINED	20
			-----	-----				
			36	8848				
TELMEX INTERNACIONAL SAB DE	SPONS ADR SR L	879690105	6	430	SH		DEFINED	9
			31	2400	SH		DEFINED	20
			-----	-----				
			37	2830				
TEMPLE INLAND INC	COM	879868107	22	1458	SH		DEFINED	9
			15	1000	SH		DEFINED	20
			-----	-----				
			38	2458				
TEMPLETON DRAGON FD INC	COM	88018T101	135	6861	SH		DEFINED	9
			140	7100	SH		DEFINED	20
			-----	-----				
			275	13961				
TEMPLETON EMERG MKTS INCOME	COM	880192109	13	1164	SH		DEFINED	9
			-----	-----				
			13	1164				
TEMPLETON GLOBAL INCOME FD	COM	880198106	18	2295	SH		DEFINED	9
			-----	-----				
			18	2295				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
TEMPUR PEDIC INTL INC	COM	88023U101	6	500	SH		DEFINED 9	
			640	54420	SH		DEFINED 20	
			646	54920				
TENARIS S A	SPONSORED ADR	88031M109	10	271	SH		DEFINED 9	
			0	9	SH		DEFINED 20	
			10	280				
TENET HEALTHCARE CORP	COM	88033G100	60	10878	SH		DEFINED 9	
			60	10878				
TENNECO INC	COM	880349105	3	238	SH		DEFINED 9	
			0	20	SH		DEFINED 20	
			3	258				
TERADATA CORP DEL	COM	88076W103	37	1907	SH		DEFINED 9	
			10	538	SH		DEFINED 20	
			48	2445				
TERADYNE INC	COM	880770102	247	31690	SH		DEFINED 9	
			23	2900	SH		DEFINED 20	
			270	34590				
TEREX CORP NEW	COM	880779103	9	300	SH		DEFINED 9	
			6	194	SH		DEFINED 20	
			1	34	SH		DEFINED 8	
			16	528				
TERRA INDS INC	COM	880915103	9	291	SH		DEFINED 20	
			9	291				
TERRA NITROGEN CO L P	COM UNIT	881005201	3	30	SH		DEFINED 20	
			3	30				
TESORO CORP	COM	881609101	5	319	SH		DEFINED 9	
			5	319				

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VALUE SHARES/ SH/ PUT/ INVSTMT O

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	(X\$1000)	PRN	AMT	PRN CALL	DSCRETN	MA
TETRA TECHNOLOGIES INC DEL	COM	88162F105	1	100	SH		DEFINED	20
			1	100				
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	10132	221264	SH		DEFINED	9
			6480	141519	SH		DEFINED	20
			24	524	SH		DEFINED	8
			16636	363307				
TEVA PHARMACEUTICAL FIN II L	DBCV 0.250% 2	88164RAB3	2926	22000	SH		DEFINED	9
			2926	22000				
TEVA PHARMACEUTICAL FIN CO B	NOTE 1.750% 2	88165FAA0	4577	41000	SH		DEFINED	9
			4577	41000				
TEXAS INDS INC	COM	882491103	68	1673	SH		DEFINED	9
			141	3442	SH		DEFINED	20
			209	5115				
TEXAS INSTRS INC	COM	882508104	5484	255055	SH		DEFINED	9
			6257	291014	SH		DEFINED	20
			16	734	SH		DEFINED	8
			11756	546803				
TEXTRON INC	COM	883203101	151	5161	SH		DEFINED	9
			321	10966	SH		DEFINED	20
			9	300	SH		DEFINED	8
			481	16427				
THERMO FISHER SCIENTIFIC INC	COM	883556102	15684	285166	SH		DEFINED	9
			3744	68067	SH		DEFINED	20
			19428	353233				
THOMAS & BETTS CORP	COM	884315102	82	2100	SH		DEFINED	9
			82	2100				

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NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN	AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
THORATEC CORP	COM NEW	885175307	1	27	SH			DEFINED	20

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			1	27		
3COM CORP	COM	885535104	287	123120	SH	DEFINED 9
			389	166913	SH	DEFINED 20
			-----	-----		
			676	290033		
3M CO	COM	88579Y101	38268	560216	SH	DEFINED 9
			18785	274990	SH	DEFINED 20
			28	405	SH	DEFINED 8
			-----	-----		
			57081	835611		
TIBCO SOFTWARE INC	COM	88632Q103	1	75	SH	DEFINED 20
			-----	-----		
			1	75		
TIDEWATER INC	COM	886423102	672	12131	SH	DEFINED 9
			420	7580	SH	DEFINED 20
			-----	-----		
			1091	19711		
TIERONE CORP	COM	88650R108	15	3000	SH	DEFINED 20
			-----	-----		
			15	3000		
TIFFANY & CO NEW	COM	886547108	21	580	SH	DEFINED 9
			1	21	SH	DEFINED 20
			-----	-----		
			21	601		
TIM HORTONS INC	COM	88706M103	172	5791	SH	DEFINED 9
			66	2243	SH	DEFINED 20
			-----	-----		
			238	8034		
TIM PARTICIPACOES S A	SPONS ADR PFD	88706P106	1	50	SH	DEFINED 9
			-----	-----		
			1	50		
TIME WARNER INC	COM	887317105	4041	308220	SH	DEFINED 9
			1996	152218	SH	DEFINED 20
			-----	-----		
			6036	460438		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN CALL	PUT/ CALL	INVSTMT DSCRETN	O MA
TIME WARNER CABLE INC	CL A	88732J108	17	711	SH		DEFINED 9	
			-----	-----				
			17	711				

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TIMKEN CO	COM	887389104	425	15000	SH	DEFINED	9
			-----	-----			
			425	15000			
TITAN MACHY INC	COM	88830R101	561	26963	SH	DEFINED	9
			99	4755	SH	DEFINED	20
			-----	-----			
			660	31718			
TITANIUM METALS CORP	COM NEW	888339207	24	2077	SH	DEFINED	9
			-----	-----			
			24	2077			
TOLL BROTHERS INC	COM	889478103	6	237	SH	DEFINED	9
			8	336	SH	DEFINED	20
			-----	-----			
			14	573			
TOOTSIE ROLL INDS INC	COM	890516107	15	530	SH	DEFINED	20
			-----	-----			
			15	530			
TORCHMARK CORP	COM	891027104	12	197	SH	DEFINED	9
			179	3000	SH	DEFINED	20
			-----	-----			
			191	3197			
TORO CO	COM	891092108	471	11414	SH	DEFINED	9
			341	8245	SH	DEFINED	20
			-----	-----			
			812	19659			
TORONTO DOMINION BK ONT	COM NEW	891160509	36	585	SH	DEFINED	20
			-----	-----			
			36	585			
TORTOISE ENERGY INFRSTRCTR C	COM	89147L100	113	5000	SH	DEFINED	20
			14	600	SH	DEFINED	8
			-----	-----			
			127	5600			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
TORTOISE ENERGY CAP CORP	COM	89147U100	17	1000	SH		DEFINED	8
			-----	-----				
			17	1000				
TOTAL S A	SPONSORED ADR	89151E109	1405	23157	SH		DEFINED	9
			651	10732	SH		DEFINED	20
			-----	-----				
			2056	33889				

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TOTAL SYS SVCS INC	COM	891906109	299 49	18215 SH 2995 SH	DEFINED 9 DEFINED 20
			348	21210	
TOYOTA MOTOR CORP	SP ADR REP2COM	892331307	342 281	3988 SH 3279 SH	DEFINED 9 DEFINED 20
			624	7267	
TRACTOR SUPPLY CO	COM	892356106	18	430 SH	DEFINED 20
			18	430	
TRANSAMERICA INCOME SHS INC	COM	893506105	3	185 SH	DEFINED 9
			3	185	
TRANSCANADA CORP	COM	89353D107	65 36	1800 SH 1009 SH	DEFINED 9 DEFINED 20
			102	2809	
TRANSOCEAN SEDCO FOREX INC	NOTE 1.625%12	893830AU3	7069	75000 SH	DEFINED 9
			7069	75000	
TRAVELERS COMPANIES INC	COM	89417E109	2751 1517	60863 SH 33557 SH	DEFINED 9 DEFINED 20
			4268	94420	
TRAVELCENTERS OF AMERICA LLC	COM	894174101	0 114	52 SH 40000 SH	DEFINED 9 DEFINED 20
			114	40052	

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
TREDEGAR CORP	COM	894650100	66 180	3685 SH 10140 SH	DEFINED 9 DEFINED 20			
			246	13825				
TRI CONTL CORP	COM	895436103	166 30	11371 SH 2043 SH	DEFINED 9 DEFINED 20			
			196	13414				
TRIANGLE CAP CORP	COM	895848109	11	900 SH	DEFINED 20			

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				11	900			
TRIMBLE NAVIGATION LTD	COM	896239100	284	10986	SH	DEFINED	9	
			85	3278	SH	DEFINED	20	
			369	14264				
TRINITY INDS INC	NOTE 3.875% 6	896522AF6	3118	43000	SH	DEFINED	9	
			3118	43000				
TRINITY INDS INC	COM	896522109	208	8101	SH	DEFINED	9	
			32	1251	SH	DEFINED	20	
			241	9352				
TRUE RELIGION APPAREL INC	COM	89784N104	228	8806	SH	DEFINED	9	
			95	3692	SH	DEFINED	20	
			323	12498				
TUPPERWARE BRANDS CORP	COM	899896104	532	19261	SH	DEFINED	9	
			299	10839	SH	DEFINED	20	
			832	30100				
TURBOCHEF TECHNOLOGIES INC	COM NEW	900006206	1	166	SH	DEFINED	20	
			1	166				
TURKCELL ILETISIM HIZMETLERI	SPON ADR NEW	900111204	429	28652	SH	DEFINED	9	
			548	36526	SH	DEFINED	20	
			977	65178				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN CALL	PUT/ DSCRETN	INVTMT	O MA
TWEEN BRANDS INC	COM	901166108	12	1250	SH	DEFINED	9	
			12	1250				
II VI INC	COM	902104108	85	2200	SH	DEFINED	9	
			85	2200				
TYSON FOODS INC	CL A	902494103	252	21067	SH	DEFINED	9	
			298	24924	SH	DEFINED	20	
			549	45991				

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UCBH HOLDINGS INC	COM	90262T308	3	500	SH	DEFINED 9
			-----	-----		
			3	500		
UDR INC	COM	902653104	198	7577	SH	DEFINED 9
			299	11443	SH	DEFINED 20
			-----	-----		
			497	19020		
UMB FINL CORP	COM	902788108	77	1462	SH	DEFINED 9
			7	140	SH	DEFINED 20
			-----	-----		
			84	1602		
UST INC	COM	902911106	594	8929	SH	DEFINED 9
			1748	26273	SH	DEFINED 20
			-----	-----		
			2342	35202		
US BANCORP DEL	COM NEW	902973304	72750	2019722	SH	DEFINED 9
			31921	886212	SH	DEFINED 20
			39	1075	SH	DEFINED 8
			-----	-----		
			104711	2907009		
UQM TECHNOLOGIES INC	COM	903213106	1	500	SH	DEFINED 9
			-----	-----		
			1	500		
URS CORP NEW	COM	903236107	300	8173	SH	DEFINED 9
			67	1840	SH	DEFINED 20
			-----	-----		
			367	10013		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
USANA HEALTH SCIENCES INC	COM	90328M107	12	297	SH		DEFINED 9	
			14	339	SH		DEFINED 20	
			-----	-----				
			26	636				
U S G CORP	COM NEW	903293405	21	814	SH		DEFINED 9	
			10	386	SH		DEFINED 20	
			-----	-----				
			31	1200				
ULTIMATE SOFTWARE GROUP INC	COM	90385D107	40	1498	SH		DEFINED 9	
			43	1611	SH		DEFINED 20	
			-----	-----				
			84	3109				

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ULTRA PETROLEUM CORP	COM	903914109	518 302	9353 5458	SH SH	DEFINED 9 DEFINED 20
			-----	-----		
			820	14811		
UNDER ARMOUR INC	CL A	904311107	2	48	SH	DEFINED 20
			-----	-----		
			2	48		
UNIBANCO-UNIAO DE BANCOS BRA	GDR REP PFD UT	90458E107	38	377	SH	DEFINED 9
			-----	-----		
			38	377		
UNIFIRST CORP MASS	COM	904708104	30	700	SH	DEFINED 20
			-----	-----		
			30	700		
UNILEVER PLC	SPON ADR NEW	904767704	531 1046 4	19501 38435 160	SH SH SH	DEFINED 9 DEFINED 20 DEFINED 8
			-----	-----		
			1581	58096		
UNILEVER N V	N Y SHS NEW	904784709	29 220	1030 7800	SH SH	DEFINED 9 DEFINED 20
			-----	-----		
			249	8830		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
UNION PAC CORP	COM	907818108	5237 4256	73596 59809	SH SH		DEFINED 9 DEFINED 20	
			-----	-----				
			9493	133405				
UNISOURCE ENERGY CORP	COM	909205106	3	100	SH		DEFINED 9	
			-----	-----				
			3	100				
UNITED AMER INDEMNITY LTD	CL A	90933T109	1	66	SH		DEFINED 9	
			-----	-----				
			1	66				
UNITED BANCSHARES INC OHIO	COM	909458101	38	3725	SH		DEFINED 9	
			-----	-----				
			38	3725				
UNITED CMNTY FINL CORP OHIO	COM	909839102	159	31887	SH		DEFINED 9	
			-----	-----				
			159	31887				

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UNITED CMNTY BKS BLAIRSVLE G	CAP STK	90984P105	244 351	18425 26506	SH SH	DEFINED 9 DEFINED 20
			-----	-----		
			596	44931		
UNITED BANKSHARES INC WEST V	COM	909907107	236 330	6750 9426	SH SH	DEFINED 9 DEFINED 20
			-----	-----		
			566	16176		
UNITED NAT FOODS INC	COM	911163103	377 447	15098 17905	SH SH	DEFINED 9 DEFINED 20
			-----	-----		
			825	33003		
UNITED PARCEL SERVICE INC	CL B	911312106	947 4058	15064 64522	SH SH	DEFINED 9 DEFINED 20
			-----	-----		
			5005	79586		
UNITED RENTALS INC	COM	911363109	1	37	SH	DEFINED 9
			-----	-----		
			1	37		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVTMT DSCRETN	O MA
UNITED STATES NATL GAS FUND	UNIT	912318102	53	1595	SH		DEFINED 9	
			-----	-----				
			53	1595				
UNITED STATES OIL FUND LP	UNITS	91232N108	144	1750	SH		DEFINED 9	
			-----	-----				
			144	1750				
U STORE IT TR	COM	91274F104	234 24	19035 1941	SH SH		DEFINED 9 DEFINED 20	
			-----	-----				
			257	20976				
UNITED STATES STL CORP NEW	COM	912909108	1502 376	19352 4850	SH SH		DEFINED 9 DEFINED 20	
			-----	-----				
			1878	24202				
UNITED TECHNOLOGIES CORP	COM	913017109	46950 45941 178	781725 764910 2969	SH SH SH		DEFINED 9 DEFINED 20 DEFINED 8	
			-----	-----				
			93069	1549604				
UNITED THERAPEUTICS CORP DEL	COM	91307C102	184	1752	SH		DEFINED 9	

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			82	778	SH	DEFINED	20
			-----	-----			
			266	2530			
UNITEDHEALTH GROUP INC	COM	91324P102	3710	146129	SH	DEFINED	9
			2530	99641	SH	DEFINED	20
			-----	-----			
			6240	245770			
UNITRIN INC	COM	913275103	19	769	SH	DEFINED	9
			-----	-----			
			19	769			
UNIVERSAL CORP VA	COM	913456109	20	400	SH	DEFINED	9
			-----	-----			
			20	400			
UNIVERSAL ELECTRS INC	COM	913483103	1	29	SH	DEFINED	20
			-----	-----			
			1	29			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PUT/ CALL	INVSTMT DSCRETN	O MA
-----	-----	-----	-----	-----	-----	-----	-----
UNIVERSAL FST PRODS INC	COM	913543104	2414	69152	SH	DEFINED	20
			-----	-----			
			2414	69152			
UNIVERSAL TECHNICAL INST INC	COM	913915104	53	3079	SH	DEFINED	9
			13	753	SH	DEFINED	20
			-----	-----			
			65	3832			
UNUM GROUP	COM	91529Y106	286	11385	SH	DEFINED	9
			403	16062	SH	DEFINED	20
			-----	-----			
			689	27447			
URBAN OUTFITTERS INC	COM	917047102	2476	77705	SH	DEFINED	9
			237	7436	SH	DEFINED	20
			-----	-----			
			2713	85141			
UTILITIES HOLDRS TR	DEPOSITRY RCPT	918019100	194	1800	SH	DEFINED	20
			-----	-----			
			194	1800			
VCA ANTECH INC	COM	918194101	48	1636	SH	DEFINED	9
			118	4000	SH	DEFINED	20
			-----	-----			
			166	5636			

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V F CORP	COM	918204108	3722 6266	48143 81056	SH SH	DEFINED 9 DEFINED 20
			-----	-----		
			9988	129199		
VIST FINANCIAL CORP	COM	918255100	58	4854	SH	DEFINED 20
			-----	-----		
			58	4854		
VAALCO ENERGY INC	COM NEW	91851C201	3	500	SH	DEFINED 20
			-----	-----		
			3	500		
VALEANT PHARMACEUTICALS INTL	COM	91911X104	5	224	SH	DEFINED 9
			-----	-----		
			5	224		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN CALL	PUT/ CALL	INVSTMT DISCRETN	O MA
-----	-----	-----	-----	-----	-----	-----	-----	-----
VALERO ENERGY CORP NEW	COM	91913Y100	938 2153	30942 71057	SH SH		DEFINED 9 DEFINED 20	
			-----	-----				
			3091	101999				
VALSPAR CORP	COM	920355104	480 106	21512 4764	SH SH		DEFINED 9 DEFINED 20	
			-----	-----				
			586	26276				
VAN KAMPEN MUN TR	SH BEN INT	920919107	38	3426	SH		DEFINED 20	
			-----	-----				
			38	3426				
VAN KAMPEN OHIO QUALITY MUN	COM	920923109	114	8214	SH		DEFINED 9	
			-----	-----				
			114	8214				
VAN KAMPEN TR INVT GRADE MUN	COM	920929106	1 81	76 6972	SH SH		DEFINED 9 DEFINED 20	
			-----	-----				
			82	7048				
VAN KAMPEN TR INVT GRADE N Y	COM	920931102	16	1486	SH		DEFINED 9	
			-----	-----				
			16	1486				
VAN KAMPEN TR INVT GRADE N J	COM	920933108	39	2850	SH		DEFINED 20	
			-----	-----				
			39	2850				
VAN KAMPEN MUN OPPORTUNITY T	COM	920935103	4	349	SH		DEFINED 9	

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			108	9848	SH	DEFINED	20
			-----	-----			
			112	10197			
VAN KAMPEN SENIOR INCOME TR	COM	920961109	12	3000	SH	DEFINED	20
			-----	-----			
			12	3000			
VAN KAMPEN ADVANTAGE MUN II	SH BEN INT	92112K107	1	97	SH	DEFINED	9
			137	13796	SH	DEFINED	20
			-----	-----			
			138	13893			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
-----	-----	-----	-----	-----	-----	-----	-----	-----
VAN KAMPEN SELECT SECTOR MUN	COM	92112M103	25	2573	SH		DEFINED	9
			69	7191	SH		DEFINED	20
			-----	-----				
			94	9764				
VANGUARD SPECIALIZED PORTFOL	DIV APP ETF	921908844	19	400	SH		DEFINED	9
			7172	149894	SH		DEFINED	20
			-----	-----				
			7191	150294				
VANGUARD WORLD FD	EXTENDED DUR	921910709	30	300	SH		DEFINED	9
			-----	-----				
			30	300				
VANGUARD BD INDEX FD INC	INTERMED TERM	921937819	266	3633	SH		DEFINED	20
			-----	-----				
			266	3633				
VANGUARD BD INDEX FD INC	TOTAL BND MRKT	921937835	129	1700	SH		DEFINED	9
			5068	67022	SH		DEFINED	20
			-----	-----				
			5197	68722				
VANGUARD TAX-MANAGED FD	EUROPE PAC ETF	921943858	307	8724	SH		DEFINED	9
			6460	183676	SH		DEFINED	20
			-----	-----				
			6767	192400				
VANGUARD WHITEHALL FDS INC	HIGH DIV YLD	921946406	916	21837	SH		DEFINED	20
			-----	-----				
			916	21837				
VANGUARD WORLD FDS	CONSUM DIS ETF	92204A108	38	866	SH		DEFINED	9
			203	4600	SH		DEFINED	20
			1	17	SH		DEFINED	8
			-----	-----				

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			242	5483		
VANGUARD WORLD FDS	CONSUM STP ETF	92204A207	830	12220 SH	DEFINED	20
			3	42 SH	DEFINED	8
			-----	-----		
			833	12262		

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 NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP SEC NO 28-539
 AS OF 12/31/08

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN CALL	PUT/ DSCRETN	INVSTMT	O
VANGUARD WORLD FDS	ENERGY ETF	92204A306	45	485 SH		DEFINED	9	
			3	34 SH		DEFINED	8	
			-----	-----				
			48	519				
VANGUARD WORLD FDS	FINANCIALS ETF	92204A405	29	747 SH		DEFINED	9	
			56	1435 SH		DEFINED	20	
			5	131 SH		DEFINED	8	
			-----	-----				
			91	2313				
VANGUARD WORLD FDS	HEALTH CAR ETF	92204A504	12	230 SH		DEFINED	9	
			64	1196 SH		DEFINED	20	
			-----	-----				
			77	1426				
VANGUARD WORLD FDS	INDUSTRIAL ETF	92204A603	35	600 SH		DEFINED	9	
			1	22 SH		DEFINED	8	
			-----	-----				
			36	622				
VANGUARD WORLD FDS	INF TECH ETF	92204A702	399	8599 SH		DEFINED	9	
			-----	-----				
			399	8599				
VANGUARD WORLD FDS	MATERIALS ETF	92204A801	1	12 SH		DEFINED	8	
			-----	-----				
			1	12				
VANGUARD WORLD FDS	UTILITIES ETF	92204A876	24	351 SH		DEFINED	9	
			45	650 SH		DEFINED	20	
			1	20 SH		DEFINED	8	
			-----	-----				
			70	1021				
VANGUARD WORLD FDS	TELCOMM ETF	92204A884	1	10 SH		DEFINED	8	
			-----	-----				
			1	10				
VANGUARD INTL EQUITY INDEX F	ALLWRLD EX US	922042775	2296	54100 SH		DEFINED	9	
			512	12067 SH		DEFINED	20	
			-----	-----				

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 NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
VANGUARD INTL EQUITY INDEX F	EMR MKT ETF	922042858	2501	72169	SH		DEFINED 9	
			7323	211270	SH		DEFINED 20	
			11	312	SH		DEFINED 8	
			9835	283751				
VANGUARD INTL EQUITY INDEX F	PACIFIC ETF	922042866	5	100	SH		DEFINED 9	
			59	1145	SH		DEFINED 20	
			64	1245				
VANGUARD INTL EQUITY INDEX F	EURPEAN ETF	922042874	5	100	SH		DEFINED 9	
			4	80	SH		DEFINED 20	
			10	180				
VARIAN MED SYS INC	COM	92220P105	2405	42101	SH		DEFINED 9	
			714	12491	SH		DEFINED 20	
			3119	54592				
VARIAN INC	COM	922206107	21	500	SH		DEFINED 9	
			21	500				
VARIAN SEMICONDUCTOR EQUIPMN	COM	922207105	338	13461	SH		DEFINED 9	
			105	4172	SH		DEFINED 20	
			443	17633				
VECTREN CORP	COM	92240G101	1958	70315	SH		DEFINED 9	
			9643	346247	SH		DEFINED 20	
			11601	416562				
VECTOR GROUP LTD	COM	92240M108	207	11718	SH		DEFINED 20	
			207	11718				
VEECO INSTRS INC DEL	COM	922417100	16	1100	SH		DEFINED 9	
			16	1100				

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NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
VENTAS INC	COM	92276F100	7	144	SH		DEFINED 9	
			287	5803	SH		DEFINED 20	
			294	5947				
VANGUARD INDEX FDS	MCAP VL IDXVIP	922908512	56	1275	SH		DEFINED 9	
			1355	30569	SH		DEFINED 20	
			1411	31844				
VANGUARD INDEX FDS	MCAP GR IDXVIP	922908538	54	1149	SH		DEFINED 9	
			917	19427	SH		DEFINED 20	
			972	20576				
VANGUARD INDEX FDS	REIT ETF	922908553	176	2902	SH		DEFINED 9	
			5318	87471	SH		DEFINED 20	
			5495	90373				
VANGUARD INDEX FDS	SML CP GRW ETF	922908595	167	2820	SH		DEFINED 9	
			319	5386	SH		DEFINED 20	
			7	125	SH		DEFINED 8	
			494	8331				
VANGUARD INDEX FDS	SM CP VAL ETF	922908611	2072	34880	SH		DEFINED 20	
			2072	34880				
VANGUARD INDEX FDS	MID CAP ETF	922908629	463	7805	SH		DEFINED 9	
			9165	154395	SH		DEFINED 20	
			9628	162200				
VANGUARD INDEX FDS	LARGE CAP ETF	922908637	867	16470	SH		DEFINED 9	
			4025	76472	SH		DEFINED 20	
			4892	92942				
VANGUARD INDEX FDS	EXTEND MKT ETF	922908652	31	700	SH		DEFINED 20	
			31	700				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
VANGUARD INDEX FDS	GROWTH ETF	922908736	1389 3721 ----- 5110	26611 71266 ----- 97877	SH SH		DEFINED 9 DEFINED 20	
VANGUARD INDEX FDS	VALUE ETF	922908744	307 6654 ----- 6961	5856 126941 ----- 132797	SH SH		DEFINED 9 DEFINED 20	
VANGUARD INDEX FDS	SMALL CP ETF	922908751	172 6987 ----- 7159	2882 117134 ----- 120016	SH SH		DEFINED 9 DEFINED 20	
VANGUARD INDEX FDS	STK MRK ETF	922908769	1840 3915 ----- 5755	31522 67092 ----- 98614	SH SH		DEFINED 9 DEFINED 20	
VEOLIA ENVIRONNEMENT	SPONSORED ADR	92334N103	187 147 ----- 334	4519 3563 ----- 8082	SH SH		DEFINED 9 DEFINED 20	
VERASUN ENERGY CORP	COM	92336G106	10 ----- 10	3100 ----- 3100	SH		DEFINED 9	
VERISIGN INC	COM	92343E102	262 8 ----- 270	10039 300 ----- 10339	SH SH		DEFINED 9 DEFINED 20	
VERIZON COMMUNICATIONS INC	COM	92343V104	13795 9049 23 ----- 22867	429895 281980 718 ----- 712593	SH SH SH		DEFINED 9 DEFINED 20 DEFINED 8	
VERTEX PHARMACEUTICALS INC	COM	92532F100	20 ----- 20	595 ----- 595	SH		DEFINED 9	

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
VIACOM INC NEW	CL A	92553P102	3	107	SH		DEFINED 20	

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVTMT DSCRETN	O MA
			3	107				
VIACOM INC NEW	CL B	92553P201	3409 2042	137251 82198	SH SH		DEFINED DEFINED	9 20
			5451	219449				
VICOR CORP	COM	925815102	9	1000	SH		DEFINED	20
			9	1000				
VIRGIN MEDIA INC	*W EXP 99/99/9	92769L119	0	9	SH		DEFINED	9
				9				
VIRGINIA COMM BANCORP INC	COM	92778Q109	206 294	32992 46979	SH SH		DEFINED DEFINED	9 20
			500	79971				
VIROPHARMA INC	COM	928241108	4	300	SH		DEFINED	9
			4	300				
VISA INC	COM CL A	92826C839	346 113	5633 1841	SH SH		DEFINED DEFINED	9 20
			459	7474				
VISHAY INTERTECHNOLOGY INC	COM	928298108	83 80	12562 12159	SH SH		DEFINED DEFINED	9 20
			164	24721				
VISTEON CORP	COM	92839U107	6	2727	SH		DEFINED	20
			6	2727				
VITAL IMAGES INC	COM	92846N104	0	8	SH		DEFINED	20
				8				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVTMT DSCRETN	O MA
VMWARE INC	CL A COM	928563402	0	12	SH		DEFINED	20
				12				
VODAFONE GROUP PLC NEW	SPONS ADR NEW	92857W209	4856 1606	219709 72690	SH SH		DEFINED DEFINED	9 20

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			13	582	SH	DEFINED	8
			-----	-----			
			6475	292981			
VOCUS INC	COM	92858J108	510	15009	SH	DEFINED	9
			96	2813	SH	DEFINED	20
			-----	-----			
			605	17822			
VORNADO RLTY TR	SH BEN INT	929042109	278	3060	SH	DEFINED	9
			393	4326	SH	DEFINED	20
			-----	-----			
			672	7386			
VOTORANTIM CELULOSE E PAPEL	SPONSORED ADR	92906P106	0	7	SH	DEFINED	20
			-----	-----			
				7			
VULCAN MATLS CO	COM	929160109	113	1517	SH	DEFINED	9
			672	9014	SH	DEFINED	20
			-----	-----			
			785	10531			
WD-40 CO	COM	929236107	54	1500	SH	DEFINED	9
			14	400	SH	DEFINED	20
			-----	-----			
			68	1900			
WGL HLDGS INC	COM	92924F106	62	1900	SH	DEFINED	9
			16	500	SH	DEFINED	20
			-----	-----			
			78	2400			
WABCO HLDGS INC	COM	92927K102	21	588	SH	DEFINED	9
			-----	-----			
			21	588			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
WMS INDS INC	COM	929297109	550	17989	SH		DEFINED	9
			656	21469	SH		DEFINED	20
			-----	-----				
			1206	39458				
W P CAREY & CO LLC	COM	92930Y107	26	1000	SH		DEFINED	9
			-----	-----				
			26	1000				
WABTEC CORP	COM	929740108	5	101	SH		DEFINED	9
			2	37	SH		DEFINED	20
			-----	-----				

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			7	138		
WACHOVIA CORP NEW	COM	929903102	4	1272 SH	DEFINED	20
			-----	-----		
			4	1272		
WADDELL & REED FINL INC	CL A	930059100	1179	47628 SH	DEFINED	9
			251	10156 SH	DEFINED	20
			-----	-----		
			1430	57784		
WAL MART STORES INC	COM	931142103	15794	263711 SH	DEFINED	9
			37406	624579 SH	DEFINED	20
			22	366 SH	DEFINED	8
			-----	-----		
			53222	888656		
WALGREEN CO	COM	931422109	16155	521811 SH	DEFINED	9
			13049	421470 SH	DEFINED	20
			-----	-----		
			29204	943281		
WARNACO GROUP INC	COM NEW	934390402	1238	27345 SH	DEFINED	9
			238	5257 SH	DEFINED	20
			-----	-----		
			1477	32602		
WARREN RES INC	COM	93564A100	74	7388 SH	DEFINED	9
			-----	-----		
			74	7388		
WASHINGTON FED INC	COM	938824109	144	7785 SH	DEFINED	9
			-----	-----		
			144	7785		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN CALL	PUT/ CALL	INVSTMT DSCRETN	O MA
WASHINGTON MUT INC	COM	939322103	0	2148 SH			DEFINED	9
			0	5500 SH			DEFINED	20
			-----	-----				
			1	7648				
WASHINGTON POST CO	CL B	939640108	8	14 SH			DEFINED	9
			-----	-----				
			8	14				
WASHINGTON REAL ESTATE INVT	SH BEN INT	939653101	134	3652 SH			DEFINED	9
			-----	-----				
			134	3652				
WASTE CONNECTIONS INC	COM	941053100	1	27 SH			DEFINED	20

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			-----	-----		
			1	27		
WASTE MGMT INC DEL	COM	94106L109	1275	40478 SH	DEFINED	9
			6472	205540 SH	DEFINED	20
			11	360 SH	DEFINED	8
			-----	-----		
			7758	246378		
WATERS CORP	COM	941848103	217	3736 SH	DEFINED	9
			162	2790 SH	DEFINED	20
			-----	-----		
			380	6526		
WATSON PHARMACEUTICALS INC	COM	942683103	83	2913 SH	DEFINED	9
			26	928 SH	DEFINED	20
			-----	-----		
			109	3841		
WATSON WYATT WORLDWIDE INC	CL A	942712100	7	144 SH	DEFINED	9
			10	205 SH	DEFINED	20
			-----	-----		
			17	349		
WAUSAU PAPER CORP	COM	943315101	61	6000 SH	DEFINED	20
			-----	-----		
			61	6000		
WEBSense INC	COM	947684106	29	1300 SH	DEFINED	9
			-----	-----		
			29	1300		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN CALL	PUT/ DSCRETN	INVSTMT	O MA
WEINGARTEN RLTY INVS	SH BEN INT	948741103	923	25881 SH		DEFINED	9	
			1637	45895 SH		DEFINED	20	
			-----	-----				
			2560	71776				
WELLPOINT INC	COM	94973V107	2795	59766 SH		DEFINED	9	
			1193	25503 SH		DEFINED	20	
			7	148 SH		DEFINED	8	
			-----	-----				
			3995	85417				
WELLS FARGO & CO NEW	COM	949746101	68937	1836847 SH		DEFINED	9	
			32115	855719 SH		DEFINED	20	
			82	2173 SH		DEFINED	8	
			-----	-----				
			101134	2694739				

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WERNER ENTERPRISES INC	COM	950755108	234 17	10782 793	SH SH	DEFINED 9 DEFINED 20
			-----	-----		
			251	11575		
WESBANCO INC	COM	950810101	315 3	11830 119	SH SH	DEFINED 9 DEFINED 20
			-----	-----		
			318	11949		
WESCO FINL CORP	COM	950817106	95 261	267 731	SH SH	DEFINED 9 DEFINED 20
			-----	-----		
			356	998		
WESCO INTL INC	COM	95082P105	51 4	1586 118	SH SH	DEFINED 9 DEFINED 20
			-----	-----		
			55	1704		
WEST PHARMACEUTICAL SVSC INC	COM	955306105	2	36	SH	DEFINED 9
			-----	-----		
			2	36		
WESTAR ENERGY INC	COM	95709T100	184 129	7976 5610	SH SH	DEFINED 9 DEFINED 20
			-----	-----		
			313	13586		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
WESTERN AST EMRG MKT FLT RT	COM	95766C107	2	160	SH		DEFINED 20	
			-----	-----				
			2	160				
WESTERN ASSET EMRG MKT INCM	COM	95766E103	5	566	SH		DEFINED 9	
			-----	-----				
			5	566				
WESTERN ASST MNG MUN FD INC	COM	95766M105	1	115	SH		DEFINED 9	
			-----	-----				
			1	115				
WESTERN ASSET MUN HI INCM FD	COM	95766N103	11	1662	SH		DEFINED 9	
			-----	-----				
			11	1662				
WESTERN ASSET CLYM INFL SEC	COM SH BEN INT	95766Q106	21 70	1989 6666	SH SH		DEFINED 9 DEFINED 20	
			-----	-----				
			91	8655				

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WESTERN ASSET CLYM INFL OPP	COM	95766R104	39 7	3736 SH 676 SH	DEFINED 9 DEFINED 20
			-----	-----	
			46	4412	
WESTERN ASSET VAR RT STRG FD	COM	957667108	16	1287 SH	DEFINED 20
			-----	-----	
			16	1287	
WESTERN DIGITAL CORP	COM	958102105	47 144	2216 SH 6774 SH	DEFINED 9 DEFINED 20
			-----	-----	
			192	8990	
WESTERN ASSET INTM MUNI FD I	COM	958435109	19	2472 SH	DEFINED 9
			-----	-----	
			19	2472	
WESTERN UN CO	COM	959802109	1093 226 6	44303 SH 9143 SH 250 SH	DEFINED 9 DEFINED 20 DEFINED 8
			-----	-----	
			1325	53696	

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PUT/ PRN CALL	INVSTMT DSCRETN	O MA
-----	-----	-----	-----	-----	-----	-----	-----
WESTPAC BKG CORP	SPONSORED ADR	961214301	28	300 SH		DEFINED 9	
			-----	-----			
			28	300			
WEYERHAEUSER CO	COM	962166104	746 447	12308 SH 7385 SH		DEFINED 9 DEFINED 20	
			-----	-----			
			1193	19693			
WHIRLPOOL CORP	COM	963320106	711 1756	8962 SH 22151 SH		DEFINED 9 DEFINED 20	
			-----	-----			
			2467	31113			
WHITING PETE CORP NEW	COM	966387102	6	85 SH		DEFINED 20	
			-----	-----			
			6	85			
WHITNEY HLDG CORP	COM	966612103	234 329	9648 SH 13573 SH		DEFINED 9 DEFINED 20	
			-----	-----			
			563	23221			
WHOLE FOODS MKT INC	COM	966837106	52	2613 SH		DEFINED 9	

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			16	800	SH	DEFINED	20
			-----	-----			
			68	3413			
WILEY JOHN & SONS INC	CL A	968223206	23	575	SH	DEFINED	9
			-----	-----			
			23	575			
WILLBROS GROUP INC	COM	969199108	486	18355	SH	DEFINED	9
			89	3359	SH	DEFINED	20
			-----	-----			
			575	21714			
WILLIAMS COAL SEAM GAS RTY T	TR UNIT	969450105	7	800	SH	DEFINED	9
			-----	-----			
			7	800			
WILLIAMS COS INC DEL	COM	969457100	138	5837	SH	DEFINED	9
			178	7534	SH	DEFINED	20
			24	1000	SH	DEFINED	8
			-----	-----			
			340	14371			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
WILLIAMS CLAYTON ENERGY INC	COM	969490101	39	550	SH		DEFINED	20
			-----	-----				
			39	550				
WILLIAMS SONOMA INC	COM	969904101	8	500	SH		DEFINED	9
			6	390	SH		DEFINED	20
			-----	-----				
			14	890				
WILMINGTON TRUST CORP	COM	971807102	61	2105	SH		DEFINED	9
			-----	-----				
			61	2105				
WIND RIVER SYSTEMS INC	COM	973149107	10	1000	SH		DEFINED	9
			-----	-----				
			10	1000				
WINDSTREAM CORP	COM	97381W104	10324	943702	SH		DEFINED	9
			8503	777196	SH		DEFINED	20
			60	5450	SH		DEFINED	8
			-----	-----				
			18886	1726348				
WINNEBAGO INDS INC	COM	974637100	7	518	SH		DEFINED	20
			-----	-----				
			7	518				

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WISCONSIN ENERGY CORP	COM	976657106	2848	63437	SH	DEFINED	9
			5119	114019	SH	DEFINED	20
			7968	177456			
WISDOMTREE TRUST	INTL SMCAP DIV	97717W760	23	500	SH	DEFINED	9
			23	500			
WISDOMTREE TRUST	DEFA HG YLD EQ	97717W802	271	5625	SH	DEFINED	9
			4742	98303	SH	DEFINED	20
			43	900	SH	DEFINED	8
			5057	104828			
WOLVERINE WORLD WIDE INC	COM	978097103	463	17500	SH	DEFINED	20
			463	17500			

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NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PUT/ CALL	INVTMT DSCRETN	O MA
WOODWARD GOVERNOR CO	COM	980745103	60	1689	SH	DEFINED	9
			60	1689			
WOORI FIN HLDGS CO LTD	ADR	981063100	1	20	SH	DEFINED	9
			1	20			
WORTHINGTON INDS INC	COM	981811102	45041	3014825	SH	DEFINED	9
			45041	3014825			
WRIGHT EXPRESS CORP	COM	98233Q105	4	147	SH	DEFINED	9
			4	147			
WYETH	COM	983024100	28217	763857	SH	DEFINED	9
			11264	304936	SH	DEFINED	20
			22	583	SH	DEFINED	8
			39503	1069376			
WYNDHAM WORLDWIDE CORP	COM	98310W108	65	4113	SH	DEFINED	9
			5	300	SH	DEFINED	20
			69	4413			
WYNN RESORTS LTD	COM	983134107	46	567	SH	DEFINED	9
			0	3	SH	DEFINED	20

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PUT/ INVSTMT	DEFINITION
XTO ENERGY INC	COM	98385X106	47	570		
			11350	243978	SH	DEFINED 9
			9648	207385	SH	DEFINED 20
			20997	451363		
X-RITE INC	COM	983857103	3	800	SH	DEFINED 9
			574	163075	SH	DEFINED 20
			577	163875		
XCEL ENERGY INC	COM	98389B100	883	44179	SH	DEFINED 9
			436	21797	SH	DEFINED 20
			1319	65976		

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NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PUT/ INVSTMT	DEFINITION
XILINX INC	COM	983919101	1416	60381	SH	DEFINED 9
			115	4901	SH	DEFINED 20
			1531	65282		
XEROX CORP	COM	984121103	93	8087	SH	DEFINED 9
			8	666	SH	DEFINED 20
			101	8753		
YRC WORLDWIDE INC	COM	984249102	101	8450	SH	DEFINED 9
			2	179	SH	DEFINED 20
			103	8629		
YAHOO INC	COM	984332106	190	10960	SH	DEFINED 9
			39	2241	SH	DEFINED 20
			228	13201		
YAMANA GOLD INC	COM	98462Y100	4	500	SH	DEFINED 9
			0	1	SH	DEFINED 20
			4	501		
YOUNG INNOVATIONS INC	COM	987520103	2	100	SH	DEFINED 9
			2	100		
YUM BRANDS INC	COM	988498101	9638	295546	SH	DEFINED 9
			9527	292155	SH	DEFINED 20

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			13	410	SH	DEFINED	8
			-----	-----			
			19178	588111			
ZI CORP	COM	988918108	6	8000	SH	DEFINED	20
			-----	-----			
			6	8000			
ZEBRA TECHNOLOGIES CORP	CL A	989207105	115	4147	SH	DEFINED	9
			23	825	SH	DEFINED	20
			-----	-----			
			138	4972			

FORM 13F SEC NO 28-539
NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP AS OF 12/31/08

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
-----	-----	-----	-----	-----	-----	-----	-----	-----
ZENITH NATL INS CORP	COM	989390109	40	1100	SH		DEFINED	9
			-----	-----				
			40	1100				
ZEP INC	COM	98944B108	6	350	SH		DEFINED	9
			3	164	SH		DEFINED	20
			-----	-----				
			9	514				
ZIMMER HLDGS INC	COM	98956P102	8103	125513	SH		DEFINED	9
			4029	62403	SH		DEFINED	20
			5	77	SH		DEFINED	8
			-----	-----				
			12137	187993				
ZIONS BANCORPORATION	COM	989701107	57	1465	SH		DEFINED	9
			24	616	SH		DEFINED	20
			-----	-----				
			81	2081				
ZOLTEK COS INC	COM	98975W104	27	1606	SH		DEFINED	9
			30	1726	SH		DEFINED	20
			-----	-----				
			57	3332				
ZWEIG TOTAL RETURN FD INC	COM	989837109	26	7140	SH		DEFINED	20
			-----	-----				
			26	7140				
GRAND TOTAL			8,307,516	TOTAL ENTRIES			3,985	