

FIFTH THIRD BANCORP  
 Form 424B2  
 May 06, 2008

Filed Pursuant to Rule 424(b)(2)

Registration No. 333-141560

Registration No. 333-141560-09

**CALCULATION OF REGISTRATION FEE**

| <b>Title of Each Class of<br/>Securities to be Registered</b> | <b>Amount<br/>to be<br/>Registered</b> | <b>Proposed<br/>Maximum<br/>Offering<br/>Price<br/>Per Unit</b> | <b>Proposed<br/>Maximum<br/>Aggregate<br/>Offering Price</b> | <b>Amount of<br/>Registration<br/>Fee(1)</b> |
|---|--|---|--|--|
| 8.875% Trust Preferred Securities                             | 16,000,000                             | \$ 25   | \$ 400,000,000   | \$ 15,720(2)                                 |

(1) Calculated in accordance with Rule 457(r) of the Securities Act.

(2) \$13,755 previously paid. The additional \$1,965 paid herewith relates to the 2,000,000 in Trust Preferred Securities being sold upon exercise in full by the underwriters of the overallotment option described in the April 29, 2008 Prospectus Supplement.