

FIFTH THIRD BANCORP

Form 4

April 25, 2005

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
SCHAEFER GEORGE A JR

(Last) (First) (Middle)

38 FOUNTAIN SQUARE PLAZA

(Street)

CINCINNATI, OH 45263

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

FIFTH THIRD BANCORP [FITB]

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

04/21/2005

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

President & CEO

6. Individual or Joint/Group Filing(Check
Applicable Line)

☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	04/21/2005		J ⁽¹⁾	108,000 (1) (2)	D <u>(1)</u> 240,000 <u>(2)</u>	I	by FLP <u>(1)</u>
Common Stock	04/21/2005		J ⁽¹⁾	108,000 (1) (2)	A <u>(1)</u> 240,000 <u>(2)</u>	I	by FLP <u>(1)</u>
Common Stock					681,976.2692	D	
Common Stock					39,243	I	by Spouse
Common Stock					61,759	I	by Trusts <u>(3)</u>
					61,759	I	

Edgar Filing: FIFTH THIRD BANCORP - Form 4

Common Stock							by Trusts (4)
Common Stock		1,413.7892	I				by 401(K)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
SCHAEFER GEORGE A JR 38 FOUNTAIN SQUARE PLAZA CINCINNATI, OH 45263	X President & CEO

Signatures

Paul L. Reynolds, Attorney-in-Fact for George A. Schaefer, Jr. 04/25/2005

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) The reported securities are held by a family limited partnership of which the reporting person and his spouse are the only partners (the "FLP"). On April 21, 2005, the reporting person sold a 45% interest in the FLP to a trust of which the reporting person is the grantor and his wife is one of the beneficiaries (the "Trust") for an aggregate purchase price of \$2,761,914.95. As a result of this transaction the

Edgar Filing: FIFTH THIRD BANCORP - Form 4

reporting person, his spouse and the Trust are the only partners in the FLP and the reporting person continues to have an indirect ownership interest in all of the FLP interests and the underlying shares of Fifth Third Bancorp common stock.

- (2) The 108,000 shares reflected relate to the 45% interest in the FLP that was transferred by the reporting person to the Trust. No shares have been sold in this transaction and, consequently, the number of shares held by the FLP remains at 240,000 shares.
- (3) Various Grantor Retained Annuity Trusts ("GRATs") of which the Reporting person is a beneficiary.
- (4) Various GRATs of which the Reporting person's spouse is a beneficiary.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.