

FIFTH THIRD BANCORP  
Form 3  
December 29, 2014

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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

(Print or Type Responses)

<p>1. Name and Address of Reporting Person *</p> <p>McHugh Philip</p> <p>(Last) (First) (Middle)</p> <p>38 FOUNTAIN SQUARE PLAZA, MD 10AT76</p> <p>(Street)</p> <p>CINCINNATI, OH 45263</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>12/15/2014</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>FIFTH THIRD BANCORP [FITB]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Executive Vice President</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	78,077 <sup>(1)</sup>	D	by Son
Common Stock	443	I	by Daughter
Common Stock	507	I	by Daughter
Common Stock	497	I	by 401(k) Plan
Common Stock	28,179	I	

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Phantom Stock <sup>(2)</sup>	Â <sup>(3)</sup>	Â <sup>(3)</sup>	Common Stock	13,191	\$ <sup>(3)</sup>	D	Â
Stock Appreciation Right	04/08/2005	04/08/2015	Common Stock	17,308	\$ 42.9	D	Â
Stock Appreciation Right	04/07/2006	04/07/2016	Common Stock	20,738	\$ 39.36	D	Â
Stock Appreciation Right	04/09/2007	04/09/2017	Common Stock	23,333	\$ 38.27	D	Â
Stock Appreciation Right	04/15/2008	04/15/2018	Common Stock	19,231	\$ 19.26	D	Â
Stock Appreciation Right	04/21/2009	04/21/2019	Common Stock	28,125	\$ 3.96	D	Â
Stock Appreciation Right	04/20/2010	04/20/2020	Common Stock	26,538	\$ 14.8	D	Â
Stock Appreciation Right	04/19/2011	04/19/2021	Common Stock	33,333	\$ 13.36	D	Â
Stock Appreciation Right	04/17/2012	04/17/2022	Common Stock	44,326	\$ 14.36	D	Â
Stock Appreciation Right	04/16/2013	04/16/2023	Common Stock	41,118	\$ 16.15	D	Â
Stock Appreciation Right	04/15/2014	04/15/2024	Common Stock	17,228	\$ 21.63	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McHugh Philip 38 FOUNTAIN SQUARE PLAZA MD 10AT76 CINCINNATI, OH 45263	Â	Â	Â Executive Vice President	Â

## Signatures

H. Samuel Lind, as Attorney-in-Fact for Philip  
McHugh 12/29/2014

        Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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) Includes 14,368 shares of restricted stock subject to vesting granted pursuant to the Fifth Third Bancorp Incentive Compensation Plan.

(2) Acquired pursuant to The Fifth Third Bancorp Non Qualified Deferred Compensation Plan.

(3) The units are to be settled in Fifth Third Bancorp common stock on a 1-for-1 basis after termination of employment.

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

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