

HARVEY THOMAS H

Form 4

March 25, 2019

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
HARVEY THOMAS H

(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)
03/22/2019

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)

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	03/22/2019		A	Amount (1) 124,995.8	A (1) 124,995.8	D (2)	
Common Stock	03/22/2019		A	Amount (3) 22,266.2	A (3) 22,266.2	I	By Trust
Common Stock	03/22/2019		A	Amount (4) 9,970.2	A (4) 9,970.2	I	By Trust FBO Child
Common Stock	03/22/2019		A	Amount (4) 9,970.2	A (4) 9,970.2	I	By Trust FBO Child
Common	03/22/2019		A	Amount (4) 9,970.2	A (4) 9,970.2	I	By Trust

Stock

FBO
Child

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

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(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. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 6)
				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

HARVEY THOMAS H
38 FOUNTAIN SQUARE PLAZA X
CINCINNATI, OH 45263

Signatures

Christopher R. England, as Attorney-in Fact for Thomas H.
Harvey

03/25/2019

**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) Received in exchange for 86,204 shares of MB Financial, Inc. ("MBFI") in connection with the merger of a wholly owned subsidiary of Fifth Third Bancorp ("FITB") with and into MBFI. Pursuant to the merger agreement by and among FITB, MBFI and the other parties thereto, holders of MBFI common stock had the right to receive, for each share of MBFI common stock held immediately prior to the effective time of the merger, 1.45 shares of common stock of FITB and \$5.54 in cash.

(2)

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Not included in this form are shares held by trusts of which the reporting person is a trustee and shares as to which the reporting person has been granted a power of attorney in which the reporting person does not have a pecuniary interest.

- (3) Received in exchange for 15,356 shares of MBFI in connection with the Merger.
- (4) Received in exchange for 6,876 shares of MBFI in connection with the Merger.

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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