

FIFTH THIRD BANCORP
Form 4
February 08, 2005

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
DEWBREY DIANE L

(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)

02/04/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)

Senior Vice President

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

X 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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|-----|-------|
| | | | | (A) or (D) | Code | V | Amount | (D) | Price |

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

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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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Underlying Security |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|--------------|--|---|---------------------------------|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|--------------|--|---|---------------------------------|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Instr.) | | | | | | |
|--|------------------------------------|------------------|------------|---|----------|-----|--|--|-----------------|-------------------------------------|----------------------------------|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Contract <u>(1)</u> <u>(2)</u> <u>(3)</u> | <u>(1)</u> <u>(2)</u> <u>(3)</u> | 02/04/2005 | J | | | | <u>(1)</u> <u>(2)</u> <u>(3)</u> | <u>(1)</u> <u>(2)</u> <u>(3)</u> | Common Stock | 21,800 | <u>(1)</u> <u>(2)</u> <u>(3)</u> |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| DEWBREY DIANE L 38 FOUNTAIN SQUARE PLAZA CINCINNATI, OH 45263 | | | Senior Vice President | |

Signatures

Paul L. Reynolds, Attorney-in-Fact for Diane L. Dewbrey
Date: 02/08/2005

__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) On February 4, 2005 (the "Trade Date"), the reporting person, through a revocable trust (the "Trust") of which she is the grantor, entered into a prepaid variable forward contract ("PVF Agreement") with an unrelated third party (the "Buyer") relating to 21,800 shares of Common Stock. Under the PVF Agreement, the Trust has agreed to sell the shares in accordance with footnotes 2 and 3 below. The transaction will be settled in one tranche on February 7, 2008. The Trust will receive a prepayment from the Buyer in the amount of \$754,561.66 within 3 business days of the Trade Date. Such proceeds are to be used for tax planning and estate planning purposes.

(2) On each settlement date, the Trust, unless it has elected cash settlement as described in the following sentence, will deliver a number of shares of Common Stock. In lieu of delivering shares, the Trust may elect cash settlement. The number of shares to be delivered is determined as outlined in footnote 3 below.

(3) If the "Final Price" (a market-based price as determined under the terms of the PVF Agreement) is less or equal to the Floor Price, the Trust shall deliver 21,800 shares; if the Final Price is greater than the Floor Price but less than the Cap Price, the Trust shall deliver that number of shares equal to 21,800 multiplied by (x) the Floor Price, divided by (y) the Final Price, and if the Final Price is greater than or equal to the Cap Price, the Trust shall deliver that number of shares equal to 21,800 multiplied by (x) the sum of (i) the Floor Price (expressed as an amount) and (ii) the product of (a) one and (b) any amount by which the Final Price exceeds the Cap Price (expressed as an amount), divided by (y) the Final Price. This transaction has a Floor Price of \$40.358 and a Cap Price of \$59.35.

(4) A revocable Trust of which the reporting person is the grantor.

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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