

Leonard James C.
Form 4
January 29, 2018

FORM 4

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

OMB APPROVAL

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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 *
Leonard James C.

2. Issuer Name and Ticker or Trading Symbol
FIFTH THIRD BANCORP [FITB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
38 FOUNTAIN SQUARE PLAZA

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/25/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

EVP & Treasurer

CINCINNATI, OH 45263

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 01/25/2018 | | M | | 19,048 | A | \$ 13.36 |
| Common Stock | 01/25/2018 | | F | | 11,025 | D | \$ 32.84 |
| Common Stock | 01/25/2018 | | M | | 23,641 | A | \$ 14.36 |
| Common Stock | 01/25/2018 | | F | | 14,043 | D | \$ 32.84 |
| Common Stock | 01/25/2018 | | M | | 21,930 | A | \$ 16.15 |

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Common Stock 01/25/2018 F 14,684 D \$ 32.84 96,039 D

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

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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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title |
| Stock Appreciation Rights | \$ 13.36 | 01/25/2018 | | M | 19,048 | 04/19/2011 ⁽²⁾ 04/19/2021 | Common Stock |
| Stock Appreciation Right | \$ 14.36 | 01/25/2018 | | M | 23,641 | 04/17/2012 ⁽²⁾ 04/17/2022 | Common Stock |
| Stock Appreciation Right | \$ 16.15 | 01/25/2018 | | M | 21,930 | 04/16/2013 ⁽²⁾ 04/16/2023 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Leonard James C. 38 FOUNTAIN SQUARE PLAZA CINCINNATI, OH 45263 | | | EVP & Treasurer | |

Signatures

H. Samuel Lind, as Attorney-in Fact for James C. Leonard
01/29/2018

__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) Granted pursuant to Fifth Third Bancorp Incentive Compensation Plan. No consideration paid.

(2) Indicates grant date. Stock appreciation rights are exercisable as follows: 25% one year from grant date, 50% two years from grant date, 75% three years from grant date, and 100% four years from grant date.

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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