

Shaffer Robert P
 Form 3
 April 05, 2018

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

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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)

| | | | | |
|---|---------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Shaffer Robert P | | (Month/Day/Year) | FIFTH THIRD BANCORP [FITB] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | 03/27/2017 | | |
| 38 FOUNTAIN SQUARE PLAZA | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| | | | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| CINCINNATI, OH 45263 | | | (give title below) | (specify below) |
| (City) | (State) | (Zip) | EVP and CHRO | |
| | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input type="checkbox"/> Form filed by More than One Reporting Person | |

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 | 38,811.37 ⁽¹⁾ | D | Â |

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)

| 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) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | Date Exercisable | Title | | | |

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| | | Expiration Date | | Amount or Number of Shares | | or Indirect (I) (Instr. 5) | |
|------------------------------|---------------------------|--------------------|-----------------|----------------------------------|-------------------|----------------------------------|---|
| Phantom Stock ⁽²⁾ | Â ⁽³⁾ | Â ⁽³⁾ | Common Stock | 208.76 | \$ ⁽³⁾ | D | Â |
| Stock Appreciation Rights | 04/20/2010 ⁽⁴⁾ | 04/20/2020 | Common Stock | 16,154 | \$ 14.8 | D | Â |
| Stock Appreciation Rights | 04/19/2011 ⁽⁴⁾ | 04/19/2021 | Common Stock | 19,048 | \$ 13.36 | D | Â |
| Stock Appreciation Rights | 04/17/2012 ⁽⁴⁾ | 04/17/2022 | Common Stock | 23,641 | \$ 14.36 | D | Â |
| Stock Appreciation Rights | 04/16/2013 ⁽⁴⁾ | 04/16/2023 | Common Stock | 32,895 | \$ 16.15 | D | Â |
| Stock Appreciation Rights | 04/15/2014 ⁽⁴⁾ | 04/15/2024 | Common Stock | 11,485 | \$ 21.63 | D | Â |
| Stock Appreciation Rights | 04/14/2015 ⁽⁴⁾ | 04/14/2025 | Common Stock | 9,945 | \$ 19.01 | D | Â |
| Stock Appreciation Rights | 04/19/2016 ⁽⁴⁾ | 04/19/2026 | Common Stock | 17,045 | \$ 18.11 | D | Â |
| Stock Appreciation Rights | 02/03/2017 ⁽⁴⁾ | 02/03/2027 | Common Stock | 14,035 | \$ 26.52 | D | Â |
| Stock Appreciation Rights | 01/29/2018 ⁽⁵⁾ | 01/29/2028 | Common Stock | 7,282 | \$ 33.17 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| Shaffer Robert P 38 FOUNTAIN SQUARE PLAZA CINCINNATI, OH 45263 | Â | Â | Â EVP and CHRO | Â |

Signatures

/s/ H. Samuel Lind, as Attorney-in-Fact for Robert P.
Shaffer

04/05/2017

__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 28,583 shares of restricted stock subject to vesting granted pursuant to Fifth Third Bancorp Incentive Compensation Plan and 778.69 shares held under the Fifth Third Bancorp Employee Stock Purchase Plan.

(2) Acquired pursuant to the Fifth Third Bancorp's Non-Qualified Defined Compensation Plan.

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- (3) The units of phantom stock are the economic equivalent of Fifth Third Bancorp common stock and are settled in cash after termination of employment.
- (4) Indicates grant date. Stock appreciation rights are exercisable in fourths beginning on the first anniversary of the grant date with one-fourth of the total grant vesting annually over a four-year period.
- (5) Indicates grant date. Stock appreciation rights are exercisable in thirds beginning on the first anniversary of the grant date with one-third of the total grant vesting annually over a three-year period.

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.