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FIFTH THIRD BANCORP Form 8-A12B August 08, 2007

FIFTH THIRD BANCORP

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES

PURSUANT TO SECTION 12(b) OR 12(g) OF THE

SECURITIES EXCHANGE ACT OF 1934

FIFTH THIRD CAPITAL TRUST V

(Exact name of registrant as	(Exact name of registrant as
specified in its charter)	specified in its charter)
Ohio	Delaware
(State or other jurisdiction of	(State or other jurisdiction of
incorporation or organization)	incorporation or organization)
31-0854434	31-6677720
(I.R.S. Employer	(I.R.S. Employer
Identification No.)	Identification No.)
	c/o Fifth Third Bank
38 Fountain Square Plaza	38 Fountain Square Plaza
Cincinnati, Ohio	Cincinnati, Ohio
(Address of principal executive offices)	(Address of principal executive offices)
45263	45263

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(Zip Code)	(Zip Code)
If this Form relates to the registration of a class of securities purs Instruction A.(c), check the following box. [x]	uant to Section 12(b) of the Exchange Act and is effective pursuant to General
If this Form relates to the registration of a class of securities purs Instruction A.(d), check the following box. []	uant to Section 12(g) of the Exchange Act and is effective pursuant to General
Securities Act registration statement file number to which this fo	rm relates: 333-141560 and 333-141560-02
Securities to be registered pursuant to Section 12(b) of the Act.	
Title of each Class	None of Early Control on Which
Title of each Class	Name of Each Exchange on Which
to be so Registered	Each Class is to be Registered
7.25% Trust Preferred Securities	New York Stock Exchange
of Fifth Third Capital Trust V	
Securities to be register	ed pursuant to Section 12(g) of the Act:
	None

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 1. Description of Registrant s Securities to be Registered.

The descriptions set forth under the sections Description of the Trust Preferred Securities, Description of the Junior Subordinated Notes, Description of the Guarantee, Relationship Among Trust Preferred Securities, Junior Subordinated Notes and Guarantee, and Replacement Capital Covenant in the final prospectus supplement dated August 1, 2007, filed with the Securities and Exchange Commission on August 3, 2007, in connection with the automatic shelf registration statement on Form S-3 (Nos. 333-141560 and 333-141560-02) of Fifth Third Bancorp and Fifth Third Capital Trust V (the Registration Statement), filed on March 26, 2007, as amended, are incorporated herein by reference.

Item 2. Exhibits

Exhibit

Number	<u>Description</u>
4.1	Amended and Restated Declaration of Trust of Fifth Third Capital Trust V dated as of August 8, 2007 among Fifth Third Bancorp, as Sponsor, Wilmington Trust Company, as Property Trustee, and Wilmington Trust Company, as Delaware Trustee and the Administrative Trustees.
4.2	Guarantee Agreement dated as of August 8, 2007 for Fifth Third Capital Trust V, between Fifth Third Bancorp and Wilmington Trust Company.
4.3	Junior Subordinated Indenture dated as of March 20, 1997 between Fifth Third Bancorp and Wilmington Trust Company, as Trustee (incorporated by reference to Exhibit 4.1 to Fifth Third Bancorp s Current Report on Form 8-K filed with the Securities and Exchange Commission on March 26, 1997).
4.4	Second Supplemental Indenture dated as of August 8, 2007 between Fifth Third Bancorp and Wilmington Trust Company.
4.5	Certificate dated as of August 8, 2007 representing the \$500,000,000 in aggregate liquidation amount of 7.25% Trust Preferred Securities of Fifth Third Capital Trust V.
4.6	\$500,010,000 7.25% Junior Subordinated Note dated as of August 8, 2007 of Fifth Third Bancorp.
4.7	Certificate of Trust of Fifth Third Capital Trust V (incorporated by reference to Exhibit 4(j) to Fifth Third Bancorp s Form S-3 (Reg. No 333-86360) filed with the Securities and Exchange Commission on April 16, 2002.

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SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrants have duly caused this Registration Statement to be signed on their behalf by the undersigned, thereto duly authorized.

FIFTH THIRD BANCORP

By: <u>/s/ PAUL L. REYNOLDS</u>

Name: Paul L. Reynolds

Title: Executive Vice President, Secretary and General Counsel

FIFTH THIRD CAPITAL TRUST V

By: Fifth Third Bancorp as Depositor

By: /s/ MAHESH SANKARAN

Name: Mahesh Sankaran

Title: Treasurer

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Date: August 8, 2007

Date: August 8, 2007