#### FIFTH THIRD BANCORP

Form 4

January 05, 2005

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

Expires:

January 31, 2005

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**OMB APPROVAL** 

response...

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* KABAT KEVIN T

2. Issuer Name and Ticker or Trading Symbol

FIFTH THIRD BANCORP [FITB]

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

(First) (Last)

(Middle)

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

(Instr. 8)

10% Owner Other (specify

38 FOUNTAIN SQUARE PLAZA

(Street)

01/03/2005

X\_ Officer (give title below) below) **Executive Vice President** 

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

Director

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

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

CINCINNATI, OH 45263

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I)

Following Reported

Ownership (Instr. 4) (Instr. 4)

(A)

(Instr. 3, 4 and 5)

Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed 4. 5. Number of 6. Date Exercisable and 7. Title and Amount of Derivative Conversion (Month/Day/Year) Execution Date, if TransactionDerivative **Expiration Date Underlying Securities** Security or Exercise Code Securities (Month/Day/Year) (Instr. 3 and 4) any

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#### Edgar Filing: FIFTH THIRD BANCORP - Form 4

(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Disposed	cquired (A) or isposed of (D) nstr. 3, 4, and					(1	
				Code V	V (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
Phantom Stock (1)	(2)	01/03/2005		A	27.3863	<b>,</b>	(2)	(2)	Common Stock	27.3863		

# **Reporting Owners**

Reporting Owner Name / Address	Relationships							
•	Director	10% Owner	Officer	Other				
KABAT KEVIN T			Executive					
38 FOUNTAIN SQUARE PLAZA			Vice					
CINCINNATI, OH 45263			President					

# **Signatures**

Paul L. Reynolds, as Attorney-in-Fact for Kevin T.

Kabat

01/05/2005

\*\*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) Acquired pursuant to The Fifth Third Bancorp Non Qualified Deferred Compensation Plan.
- (2) The units are to be settled in Fifth Third Bancorp common stock on a 1-for-1 basis after termination of employment.

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.

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