FIFTH THIRD BANCORP

Form 4 May 27, 2005

FORM 4

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

OMB 3235-0287 Number:

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005

OMB APPROVAL

Section 16. Form 4 or Form 5

SECURITIES

Estimated average burden hours per response...

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

0.5

1(b).

(Print or Type Responses)

1. Name and Address SCHAEFER GEO		2. Issuer Name and Ticker or Trading Symbol FIFTH THIRD BANCORP [FITB]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last) (F	irst) (Middle)	3. Date of Earliest Transaction	(Check an applicable)		
38 FOUNTAIN S	QUARE PLAZA	(Month/Day/Year) 05/25/2005	_X_ Director 10% Owner X Officer (give title Other (specify below) President & CEO		
(St	treet)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
CINCINNATI, OI	Н 45263	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Ta	ble I - Non	-Derivative	Secur	rities Acquir	ed, 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 ctionDisposed of (D) (Instr. 3, 4 and 5) 8)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	02/25/2005		M	218,775	A	\$ 11.0617	900,751.2691	D	
Common Stock	05/25/2005		S	56,900	D	\$ 42.66	843,851.2691	D	
Common Stock	05/25/2005		F	71,221	D	\$ 42.6	772,630.2691	D	
Common Stock							61,759	I	by Trusts
Common Stock							61,759	I	by Trusts

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Common Stock	39,243	I	by Spouse
Common Stock	1,411.7795	I	by 401(K)
Common Stock	240,000	I	by FLP

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 (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 onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5))		7. Title and Amount Underlying Securiti (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou Numb Share
Option to Purchase	\$ 11.0617	05/25/2005		M	218,775	06/20/1995(4)	06/20/2005	Common Stock	218,

Reporting Owners

Relationships						
Director	10% Owner	Officer	Other			
X		President & CEO				
		Director 10% Owner	Director 10% Owner Officer			

Signatures

Paul L. Reynolds, Attorney-in-Fact for George A.
Schaefer, Jr.
05/27/2005

**Signature of Reporting Person

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) Grantor Retained Annuity Trusts ("GRATs") of which the Reporting person is a beneficiary.
- (2) GRATs of which the Reporting person's spouse is a beneficiary.

Reporting Owners 2

Date

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- (3) A family limited partnership of which the reporting person and his spouse are partners.
- (4) Indicates grant date. Options are exercisable as follows: 25% on grant date; 50% one year from grant; 75% two years from grant; and 100% three years from grant.
- (5) Issued pursuant to Fifth Third Bancorp stock option plan. No consideration paid.
- (6) Includes total number of unexercised option grants previously reported.

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.