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FIFTH THIRD BANCORP  
Form 13F-HR  
May 15, 2009

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

FORM 13F

FORM 13F COVER PAGE

Report for the Quarter Ended: March 31, 2009

Check here if Amendment ; Amendment Number:   
This Amendment (Check only one):  is a restatement.  
 adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: Fifth Third Bancorp  
Address: 38 Fountain Square Plaza  
Cincinnati, Ohio 45263

13F File Number - #28-03158

Name and Management numbers of All Institutional Investment Managers with respect to which this schedule is filed (other than the one filing this report).

Name:	Manager #
-----	-----
Fifth Third Bank	9
Fifth Third Bank, a Michigan banking corporation	3
Fifth Third Bank, N.A.	8
Fifth Third Asset Management, Inc.	85

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: Richard W. Holmes, Jr.  
Title: Counsel, Fifth Third Bancorp  
Phone: 513-534-6030

Signature, Place, and Date of Signing:

/s/ Richard W. Holmes, Jr.	Cincinnati, Ohio	May 15, 2009
-----	-----	-----
[Signature]	[City, State]	[Date]

Report Type (Check only one):

- 13F HOLDINGS REPORT
- 13F NOTICE
- 13F COMBINATION REPORT

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List of Other Managers Reporting for this Manager:

Form 13F Summary Page

Report Summary:

Number of Other Included Managers: 4

Form 13F Information Table Entry Total: 3,948

Form 13F Information Table Value Total (x\$1000): 5,761,149

List of Other Included Managers:

Name:	13F File No.:
-----	-----
Fifth Third Bank	28-539
Fifth Third Asset Management, Inc.	28-10115
Fifth Third Bank, N.A.	28-10993
Fifth Third Bank, a Michigan Banking Corporation	28-10119

	FORM 13F	138117804 555.3
		SEC NO 28-539
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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN CALL	PUT/ DSCRETN	INVSTMT	O
DAIMLER AG	REG SHS	D1668R123	21	808	SH		DEFINED	9
			43	1671	SH		DEFINED	20
			63	2479				
DEUTSCHE BANK AG	NAMEN AKT	D18190898	6	145	SH		DEFINED	9
			25	621	SH		DEFINED	20
			31	766				
ALLIED WRLD ASSUR COM HLDG L	SHS	G0219G203	1	15	SH		DEFINED	20
			1	15				
AMDOCS LTD	ORD	G02602103	2292	123749	SH		DEFINED	9
			907	48993	SH		DEFINED	20
			3199	172742				
ARCH CAP GROUP LTD	ORD	G0450A105	1	10	SH		DEFINED	20
			1	10				
ACCENTURE LTD BERMUDA	CL A	G1150G111	13818	502661	SH		DEFINED	9
			9850	358327	SH		DEFINED	20
			12	428	SH		DEFINED	8
			23680	861416				

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BROOKFIELD INFRAS T PARTNERS	LP INT UNIT	G16252101	1	48 SH	DEFINED 9
			0	20 SH	DEFINED 20
			-----	-----	
			1	68	
BUNGE LIMITED	COM	G16962105	239	4224 SH	DEFINED 9
			95	1676 SH	DEFINED 20
			-----	-----	
			334	5900	
CENTRAL EUROPEAN MEDIA ENTRP	CL A NEW	G20045202	9	800 SH	DEFINED 9
			-----	-----	
			9	800	
CDC CORP	SHS A	G2022L106	1	600 SH	DEFINED 20
			-----	-----	
			1	600	

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
COOPER INDS LTD	CL A	G24182100	41	1587 SH			DEFINED 9	
			189	7320 SH			DEFINED 20	
			-----	-----				
			230	8907				
CREDICORP LTD	COM	G2519Y108	3	69 SH			DEFINED 9	
			-----	-----				
			3	69				
COVIDIEN LTD	COM	G2552X108	162	4876 SH			DEFINED 9	
			22	669 SH			DEFINED 20	
			-----	-----				
			184	5545				
ENDURANCE SPECIALTY HLDGS LT	SHS	G30397106	172	6910 SH			DEFINED 9	
			17	690 SH			DEFINED 20	
			-----	-----				
			190	7600				
EVEREST RE GROUP LTD	COM	G3223R108	5	73 SH			DEFINED 20	
			-----	-----				
			5	73				
FLAGSTONE REINSURANCE HLDGS	SHS	G3529T105	21	2668 SH			DEFINED 9	
			-----	-----				
			21	2668				
FRESH DEL MONTE PRODUCE INC	ORD	G36738105	140	8556 SH			DEFINED 9	
			14	860 SH			DEFINED 20	
			-----	-----				
			155	9416				

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FRONTLINE LTD	SHS	G3682E127	17	994	SH	DEFINED	9
			-----	-----			
			17	994			
GARMIN LTD	ORD	G37260109	10	466	SH	DEFINED	20
			-----	-----			
			10	466			
HERBALIFE LTD	COM USD SHS	G4412G101	421	28113	SH	DEFINED	9
			76	5062	SH	DEFINED	20
			-----	-----			
			497	33175			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
-----	-----	-----	-----	-----	-----	-----	-----	-----
INGERSOLL-RAND COMPANY LTD	CL A	G4776G101	144	10448	SH		DEFINED	9
			97	7026	SH		DEFINED	20
			-----	-----				
			241	17474				
INVESCO LTD	SHS	G491BT108	1024	73853	SH		DEFINED	9
			4087	294863	SH		DEFINED	20
			1	78	SH		DEFINED	8
			-----	-----				
			5111	368794				
IPC HLDGS LTD	ORD	G4933P101	1	33	SH		DEFINED	20
			-----	-----				
			1	33				
LAZARD LTD	SHS A	G54050102	907	30859	SH		DEFINED	9
			426	14486	SH		DEFINED	20
			1	22	SH		DEFINED	8
			-----	-----				
			1334	45367				
MARVELL TECHNOLOGY GROUP LTD	ORD	G5876H105	35	3793	SH		DEFINED	9
			36	3939	SH		DEFINED	20
			-----	-----				
			71	7732				
MONTPELIER RE HOLDINGS LTD	SHS	G62185106	103	7921	SH		DEFINED	9
			311	23974	SH		DEFINED	20
			-----	-----				
			413	31895				
NABORS INDUSTRIES LTD	SHS	G6359F103	1180	118147	SH		DEFINED	9
			368	36832	SH		DEFINED	20
			-----	-----				
			1548	154979				

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NOBLE CORPORATION	SHS	G65422100	31	1274	SH	DEFINED	9
			93	3846	SH	DEFINED	20
			-----	-----			
			123	5120			
NORDIC AMERICAN TANKER SHIPP	COM	G65773106	3	90	SH	DEFINED	9
			15	500	SH	DEFINED	20
			8	266	SH	DEFINED	8
			-----	-----			
			25	856			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PUT/ CALL	INVTMT DSCRETN	O MA
ORIENT-EXPRESS HOTELS LTD	CL A	G67743107	2	550	SH	DEFINED	9
			-----	-----			
			2	550			
PLATINUM UNDERWRITER HLDGS L	COM	G7127P100	178	6287	SH	DEFINED	9
			18	623	SH	DEFINED	20
			-----	-----			
			196	6910			
SEAGATE TECHNOLOGY	SHS	G7945J104	53	8837	SH	DEFINED	9
			53	8854	SH	DEFINED	20
			-----	-----			
			106	17691			
SHIP FINANCE INTERNATIONAL L	SHS	G81075106	7	1000	SH	DEFINED	9
			1	225	SH	DEFINED	20
			-----	-----			
			8	1225			
TSAKOS ENERGY NAVIGATION LTD	SHS	G9108L108	67	4740	SH	DEFINED	9
			7	472	SH	DEFINED	20
			-----	-----			
			73	5212			
TYCO ELECTRONICS LTD	COM NEW	G9144P105	40	3584	SH	DEFINED	9
			10	935	SH	DEFINED	20
			-----	-----			
			50	4519			
VALIDUS HOLDINGS LTD	COM SHS	G9319H102	36	1524	SH	DEFINED	9
			-----	-----			
			36	1524			
GOLAR LNG LTD BERMUDA	SHS	G9456A100	2	500	SH	DEFINED	9
			-----	-----			
			2	500			
WHITE MTNS INS GROUP LTD	COM	G9618E107	64	375	SH	DEFINED	9
			186	1083	SH	DEFINED	20
			-----	-----			

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		-----	-----			
			251		1458	
WILLIS GROUP HOLDINGS LTD	SHS	G96655108	9	400	SH	DEFINED 9
			1	32	SH	DEFINED 20
			-----	-----		
			10	432		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
XL CAP LTD	CL A	G98255105	3	459	SH		DEFINED 9	
			6	1100	SH		DEFINED 20	
			-----	-----				
			9	1559				
ACE LTD	SHS	H0023R105	1051	26024	SH		DEFINED 9	
			52	1287	SH		DEFINED 20	
			-----	-----				
			1103	27311				
ALCON INC	COM SHS	H01301102	1046	11503	SH		DEFINED 9	
			282	3102	SH		DEFINED 20	
			-----	-----				
			1328	14605				
WEATHERFORD INTERNATIONAL LT	REG	H27013103	4665	421412	SH		DEFINED 9	
			4733	427533	SH		DEFINED 20	
			-----	-----				
			9398	848945				
FOSTER WHEELER AG	COM	H27178104	10	557	SH		DEFINED 9	
			4	235	SH		DEFINED 20	
			-----	-----				
			14	792				
LOGITECH INTL S A	SHS	H50430232	12	1165	SH		DEFINED 9	
			12	1208	SH		DEFINED 20	
			-----	-----				
			24	2373				
TRANSOCEAN LTD	REG SHS	H8817H100	5090	86504	SH		DEFINED 9	
			2395	40698	SH		DEFINED 20	
			-----	-----				
			7485	127202				
UBS AG	SHS NEW	H89231338	96	10193	SH		DEFINED 9	
			-----	-----				
			96	10193				
MILlicom INTL CELLULAR S A	SHS NEW	L6388F110	77	2072	SH		DEFINED 9	
			20	540	SH		DEFINED 20	
			-----	-----				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN CALL	PUT/ DSCRETN	INVSTMT	O MA
CELLCOM ISRAEL LTD	SHS	M2196U109	2	100	SH		DEFINED	20
			2	100				
CERAGON NETWORKS LTD	ORD	M22013102	12	2800	SH		DEFINED	9
			12	2800				
CHECK POINT SOFTWARE TECH LT	ORD	M22465104	9	410	SH		DEFINED	9
			9	410				
ECTEL LTD	ORD	M29925100	0	57	SH		DEFINED	9
				57				
GIVEN IMAGING	ORD SHS	M52020100	21	3000	SH		DEFINED	20
			21	3000				
RRSAT GLOBAL COMM NTRK LTD	SHS	M8183P102	524	43676	SH		DEFINED	9
			64	5314	SH		DEFINED	20
			588	48990				
ASML HOLDING N V	NY REG SHS	N07059186	7	374	SH		DEFINED	9
			7	374				
CORE LABORATORIES N V	COM	N22717107	625	8549	SH		DEFINED	9
			103	1404	SH		DEFINED	20
			728	9953				
QIAGEN N V	ORD	N72482107	80	5010	SH		DEFINED	9
			99	6181	SH		DEFINED	20
			179	11191				
STEINER LEISURE LTD	ORD	P8744Y102	1	41	SH		DEFINED	9
			1	41				
EXCEL MARITIME CARRIERS LTD	COM	V3267N107	8	1700	SH		DEFINED	9
			8	1700				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
ROYAL CARIBBEAN CRUISES LTD	COM	V7780T103	7	919	SH		DEFINED 9	
			7	919				
AEGEAN MARINE PETROLEUM NETW	SHS	Y0017S102	604	36080	SH		DEFINED 9	
			76	4523	SH		DEFINED 20	
			680	40603				
DHT MARITIME INC	COM	Y2065G105	0	100	SH		DEFINED 20	
				100				
DIANA SHIPPING INC	COM	Y2066G104	1	100	SH		DEFINED 9	
			1	100				
EAGLE BULK SHIPPING INC	COM	Y2187A101	13	3000	SH		DEFINED 20	
			13	3000				
FLEXTRONICS INTL LTD	ORD	Y2573F102	1	440	SH		DEFINED 9	
			1	280	SH		DEFINED 20	
			2	720				
GENCO SHIPPING & TRADING LTD	SHS	Y2685T107	12	1000	SH		DEFINED 20	
			12	1000				
GENERAL MARITIME CORP NEW	SHS	Y2693R101	18	2512	SH		DEFINED 20	
			18	2512				
GIGAMEDIA LTD	ORD	Y2711Y104	0	26	SH		DEFINED 20	
				26				
SEASPAN CORP	SHS	Y75638109	2	250	SH		DEFINED 9	
			2	250				
TEEKAY CORPORATION	COM	Y8564W103	6	403	SH		DEFINED 9	
			6	403				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
VERIGY LTD	SHS	Y93691106	1	72	SH		DEFINED 9	
			1	70	SH		DEFINED 20	
			-----	-----				
			1	142				
AAR CORP	COM	000361105	496	39581	SH		DEFINED 9	
			232	18488	SH		DEFINED 20	
			-----	-----				
			728	58069				
ABB LTD	SPONSORED ADR	000375204	333	23880	SH		DEFINED 9	
			721	51728	SH		DEFINED 20	
			6	400	SH		DEFINED 8	
			-----	-----				
			1060	76008				
ACCO BRANDS CORP	COM	00081T108	0	235	SH		DEFINED 9	
			0	361	SH		DEFINED 20	
			-----	-----				
			1	596				
A D C TELECOMMUNICATIONS	COM NEW	000886309	86	19617	SH		DEFINED 9	
			8	1880	SH		DEFINED 20	
			-----	-----				
			94	21497				
AFLAC INC	COM	001055102	3083	159240	SH		DEFINED 9	
			2820	145647	SH		DEFINED 20	
			-----	-----				
			5903	304887				
AGCO CORP	COM	001084102	25	1254	SH		DEFINED 9	
			-----	-----				
			25	1254				
AGL RES INC	COM	001204106	123	4643	SH		DEFINED 9	
			86	3239	SH		DEFINED 20	
			1	46	SH		DEFINED 8	
			-----	-----				
			210	7928				
AES CORP	COM	00130H105	117	20168	SH		DEFINED 9	
			16	2703	SH		DEFINED 20	
			-----	-----				
			133	22871				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
AK STL HLDG CORP	COM	001547108	9 0 10	1323 52	SH SH		DEFINED 9 DEFINED 20	
AMB PROPERTY CORP	COM	00163T109	25 407 432	1750 28275	SH SH		DEFINED 9 DEFINED 20	
AMICAS INC	COM	001712108	0	160	SH		DEFINED 9	
AMR CORP	COM	001765106	4 4	1256	SH		DEFINED 9	
AT&T INC	COM	00206R102	32889 35015 85 67989	1305122 1389472 3387	SH SH SH		DEFINED 9 DEFINED 20 DEFINED 8	
A S DAMPSKIBSSELSKABET TORM	SPONSORED ADR	00208W109	9 9	1100	SH		DEFINED 20	
AVX CORP NEW	COM	002444107	13 13	1442	SH		DEFINED 9	
AZZ INC	COM	002474104	399 57 456	15118 2176	SH SH		DEFINED 9 DEFINED 20	
AARON RENTS INC	COM	002535201	5 5	170	SH		DEFINED 9	
ABAXIS INC	COM	002567105	19 18 37	1126 1030	SH SH		DEFINED 9 DEFINED 20	

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
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ABBOTT LABS	COM	002824100	54569	1144008	SH	DEFINED	9
			35211	738171	SH	DEFINED	20
			66	1391	SH	DEFINED	8
			-----	-----			
			89847	1883570			
ABERCROMBIE & FITCH CO	CL A	002896207	349	14674	SH	DEFINED	9
			149	6245	SH	DEFINED	20
			-----	-----			
			498	20919			
ABERDEEN ASIA PACIFIC INCOM	COM	003009107	209	43717	SH	DEFINED	9
			2000	419365	SH	DEFINED	20
			-----	-----			
			2209	463082			
ABERDEEN AUSTRALIA EQTY FD I	COM	003011103	49	7200	SH	DEFINED	20
			-----	-----			
			49	7200			
ABERDEEN GLOBAL INCOME FD IN	COM	003013109	2	241	SH	DEFINED	20
			-----	-----			
			2	241			
ABRAXIS BIOSCIENCE INC NEW	COM	00383Y102	2	52	SH	DEFINED	20
			-----	-----			
			2	52			
ACADIA RLTY TR	COM SH BEN INT	004239109	5	485	SH	DEFINED	20
			-----	-----			
			5	485			
ACERGY S A	SPONSORED ADR	00443E104	3	484	SH	DEFINED	9
			1	94	SH	DEFINED	20
			-----	-----			
			4	578			
ACTIVISION BLIZZARD INC	COM	00507V109	90	8630	SH	DEFINED	9
			12	1160	SH	DEFINED	20
			-----	-----			
			102	9790			
ACTUANT CORP	CL A NEW	00508X203	2	200	SH	DEFINED	9
			0	12	SH	DEFINED	20
			-----	-----			
			2	212			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN CALL	PUT/ CALL	INVSTMT DSCRETN	O MA
ACUITY BRANDS INC	COM	00508Y102	16	700	SH		DEFINED	9
			13	568	SH		DEFINED	20
			-----	-----				

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			29	1268			
ADAMS EXPRESS CO	COM	006212104	8	1074 SH	DEFINED 9		
			6	800 SH	DEFINED 20		
			-----	-----			
			14	1874			
ADAPTEC INC	NOTE 0.750%12	00651FAG3	695	7000 SH	DEFINED 9		
			-----	-----			
			695	7000			
ADOBE SYS INC	COM	00724F101	84	3924 SH	DEFINED 9		
			98	4600 SH	DEFINED 20		
			-----	-----			
			182	8524			
ADVANCE AUTO PARTS INC	COM	00751Y106	164	4000 SH	DEFINED 9		
			162	3945 SH	DEFINED 20		
			-----	-----			
			326	7945			
ADVANCED SEMICONDUCTOR ENGR	SPONSORED ADR	00756M404	1	315 SH	DEFINED 20		
			-----	-----			
			1	315			
ADVISORY BRD CO	COM	00762W107	1	85 SH	DEFINED 9		
			-----	-----			
			1	85			
ADVENT CLAYMORE CV SECS & IN	COM	00764C109	35	3570 SH	DEFINED 9		
			-----	-----			
			35	3570			
AECOM TECHNOLOGY CORP DELAWA	COM	00766T100	13	495 SH	DEFINED 9		
			3	100 SH	DEFINED 20		
			-----	-----			
			16	595			
AEROPOSTALE	COM	007865108	304	11446 SH	DEFINED 9		
			39	1454 SH	DEFINED 20		
			-----	-----			
			343	12900			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
ADVANCED MICRO DEVICES INC	COM	007903107	6	1869 SH	DEFINED 9			
			2	500 SH	DEFINED 20			
			-----	-----				
			7	2369				
AEGON N V	NY REGISTRY SH	007924103	93	24120 SH	DEFINED 9			
			145	37791 SH	DEFINED 20			

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			238	61911			
ADVANCED ENERGY INDS	COM	007973100	16	2070	SH	DEFINED	9
			5	702	SH	DEFINED	20
			21	2772			
ADVENT SOFTWARE INC	COM	007974108	109	3262	SH	DEFINED	9
			310	9303	SH	DEFINED	20
			419	12565			
AETNA INC NEW	COM	00817Y108	58	2367	SH	DEFINED	9
			100	4102	SH	DEFINED	20
			157	6469			
AFFILIATED COMPUTER SERVICES	CL A	008190100	338	7058	SH	DEFINED	9
			352	7359	SH	DEFINED	20
			690	14417			
AFFILIATED MANAGERS GROUP	COM	008252108	113	2719	SH	DEFINED	9
			1	29	SH	DEFINED	20
			115	2748			
AFFYMETRIX INC	COM	00826T108	1	176	SH	DEFINED	9
			1	176			
AGILENT TECHNOLOGIES INC	COM	00846U101	129	8367	SH	DEFINED	9
			17	1135	SH	DEFINED	20
			146	9502			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PUT/ INVSTMT	PRN CALL DSCRETN	O MA
AGNICO EAGLE MINES LTD	COM	008474108	141	2475	SH	DEFINED	9
			11	200	SH	DEFINED	20
			152	2675			
AGREE REALTY CORP	COM	008492100	82	5243	SH	DEFINED	20
			82	5243			
AGRIUM INC	COM	008916108	245	6849	SH	DEFINED	9
			199	5555	SH	DEFINED	20
			444	12404			

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AIR PRODS & CHEMS INC	COM	009158106	11840	210483	SH	DEFINED	9
			7933	141029	SH	DEFINED	20
			4	78	SH	DEFINED	8
			-----	-----			
			19777	351590			
AIR TRANSPORT SERVICES GRP I	COM	00922R105	1	1800	SH	DEFINED	20
			-----	-----			
			1	1800			
AIRGAS INC	COM	009363102	8	251	SH	DEFINED	9
			15	450	SH	DEFINED	20
			-----	-----			
			24	701			
AIRVANA INC	COM	00950V101	13	2200	SH	DEFINED	20
			-----	-----			
			13	2200			
AKAMAI TECHNOLOGIES INC	COM	00971T101	352	18149	SH	DEFINED	9
			287	14812	SH	DEFINED	20
			-----	-----			
			639	32961			
ALASKA COMMUNICATIONS SYS GR	COM	01167P101	2	278	SH	DEFINED	9
			6	822	SH	DEFINED	8
			-----	-----			
			7	1100			
ALBANY INTL CORP	NOTE 2.250% 3	012348AC2	167	3000	SH	DEFINED	9
			-----	-----			
			167	3000			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
ALBANY INTL CORP	CL A	012348108	105	11548	SH		DEFINED	9
			11	1172	SH		DEFINED	20
			-----	-----				
			115	12720				
ALBEMARLE CORP	COM	012653101	140	6439	SH		DEFINED	9
			344	15798	SH		DEFINED	20
			-----	-----				
			484	22237				
ALBERTO CULVER CO NEW	COM	013078100	410	18112	SH		DEFINED	9
			314	13876	SH		DEFINED	20
			-----	-----				
			723	31988				
ALCOA INC	COM	013817101	1553	211559	SH		DEFINED	9

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			814	110939	SH	DEFINED	20
			1	100	SH	DEFINED	8
			-----	-----			
			2368	322598			
ALCATEL-LUCENT	SPONSORED ADR	013904305	186	100215	SH	DEFINED	9
			1	469	SH	DEFINED	20
			-----	-----			
			187	100684			
ALEXANDER & BALDWIN INC	COM	014482103	173	9082	SH	DEFINED	9
			320	16824	SH	DEFINED	20
			-----	-----			
			493	25906			
ALEXANDRIA REAL ESTATE EQ IN	COM	015271109	88	2414	SH	DEFINED	9
			5	125	SH	DEFINED	20
			-----	-----			
			92	2539			
ALEXION PHARMACEUTICALS INC	COM	015351109	1941	51552	SH	DEFINED	9
			211	5599	SH	DEFINED	20
			-----	-----			
			2152	57151			
ALLEGHANY CORP DEL	COM	017175100	115	423	SH	DEFINED	9
			327	1207	SH	DEFINED	20
			-----	-----			
			441	1630			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
ALLEGHENY ENERGY INC	COM	017361106	317	13688	SH		DEFINED	9
			20	880	SH		DEFINED	20
			-----	-----				
			338	14568				
ALLEGHENY TECHNOLOGIES INC	COM	01741R102	3	132	SH		DEFINED	9
			98	4476	SH		DEFINED	20
			-----	-----				
			101	4608				
ALLERGAN INC	COM	018490102	326	6816	SH		DEFINED	9
			223	4677	SH		DEFINED	20
			-----	-----				
			549	11493				
ALLETE INC	COM NEW	018522300	12	459	SH		DEFINED	20
			-----	-----				
			12	459				
ALLIANCE CALIF MUN INCOME FD	COM	018546101	0	29	SH		DEFINED	9

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		-----		-----			
				29			
ALLIANCE DATA SYSTEMS CORP	COM	018581108	152	4124	SH	DEFINED	9
			22	605	SH	DEFINED	20
			175	4729			
ALLIANCEBERNSTEIN NATL MUNI	COM	01864U106	14	1204	SH	DEFINED	9
			14	1204			
ALLIANCE RES PARTNER L P	UT LTD PART	01877R108	38	1300	SH	DEFINED	20
			38	1300			
ALLIANCEBERNSTEIN GBL HGH IN	COM	01879R106	34	4062	SH	DEFINED	9
			20	2419	SH	DEFINED	20
			54	6481			
ALLIANT ENERGY CORP	COM	018802108	59	2406	SH	DEFINED	9
			17	700	SH	DEFINED	20
			77	3106			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN CALL	PUT/ DSCRETN	INVSTMT	O MA
-----		-----	-----	-----	-----	-----	-----	-----
ALLIANT TECHSYSTEMS INC	NOTE 2.750% 2	018804AH7	3627	36000	SH	DEFINED	9	
			3627	36000				
ALLIANT TECHSYSTEMS INC	COM	018804104	376	5618	SH	DEFINED	9	
			234	3495	SH	DEFINED	20	
			610	9113				
ALLIANZ SE	SP ADR 1/10 SH	018805101	37	4427	SH	DEFINED	9	
			68	8096	SH	DEFINED	20	
			105	12523				
ALLIANCEBERNSTEIN INCOME FUN	COM	01881E101	25	3491	SH	DEFINED	9	
			186	25984	SH	DEFINED	20	
			210	29475				
ALLIANCEBERNSTEIN HOLDING LP	UNIT LTD PARTN	01881G106	53	3600	SH	DEFINED	9	
			59	4000	SH	DEFINED	20	
			112	7600				



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ALLIED CAP CORP NEW	COM	01903Q108	1 0	500 150	SH SH	DEFINED 9 DEFINED 20
			-----	-----		
			1	650		
ALLSCRIPT MISYS HEALTCAR SOL	COM	01988P108	28 29	2688 2851	SH SH	DEFINED 9 DEFINED 20
			-----	-----		
			57	5539		
ALLSTATE CORP	COM	020002101	2144 4255 1	111954 222215 50	SH SH SH	DEFINED 9 DEFINED 20 DEFINED 8
			-----	-----		
			6400	334219		
ALMOST FAMILY INC	COM	020409108	23	1200	SH	DEFINED 9
			-----	-----		
			23	1200		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
-----	-----	-----	-----	-----	-----	-----	-----	-----
ALNYLAM PHARMACEUTICALS INC	COM	02043Q107	12 1	605 40	SH SH		DEFINED 9 DEFINED 20	
			-----	-----				
			12	645				
ALPHA NATURAL RESOURCES INC	COM	02076X102	16	897	SH		DEFINED 20	
			-----	-----				
			16	897				
ALPINE GLOBAL PREMIER PPTYS	COM SBI	02083A103	7 12	2418 4000	SH SH		DEFINED 9 DEFINED 20	
			-----	-----				
			19	6418				
ALPINE TOTAL DYNAMIC DIVID F	COM SBI	021060108	1	200	SH		DEFINED 20	
			-----	-----				
			1	200				
ALTERA CORP	COM	021441100	809 1532	46105 87274	SH SH		DEFINED 9 DEFINED 20	
			-----	-----				
			2341	133379				
ALTRIA GROUP INC	COM	02209S103	6350 15644 2	396397 976519 140	SH SH SH		DEFINED 9 DEFINED 20 DEFINED 8	
			-----	-----				
			21996	1373056				
ALZA CORP	SDCV	7 02261WAB5	256	3000	SH		DEFINED 9	

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				171	2000	SH	DEFINED	20
				-----	-----			
				426	5000			
AMAZON COM INC	COM	023135106	2125	28940	SH	DEFINED	9	
			2796	38075	SH	DEFINED	20	
			1	14	SH	DEFINED	8	
			-----	-----				
			4923	67029				
AMDOCS LTD	NOTE 0.500% 3	02342TAD1	3985	40000	SH	DEFINED	9	
			-----	-----				
			3985	40000				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
AMEDISYS INC	COM	023436108	259	9434	SH		DEFINED	9
			32	1150	SH		DEFINED	20
			-----	-----				
			291	10584				
AMEREN CORP	COM	023608102	43	1842	SH		DEFINED	9
			203	8767	SH		DEFINED	20
			-----	-----				
			246	10609				
AMERICA FIRST TAX EX IVS L P	BEN UNIT CTF	02364V107	0	83	SH		DEFINED	9
			-----	-----				
				83				
AMERICA MOVIL SAB DE CV	SPON ADR L SHS	02364W105	104	3827	SH		DEFINED	9
			164	6061	SH		DEFINED	20
			-----	-----				
			268	9888				
AMCORE FINL INC	COM	023912108	27	16876	SH		DEFINED	20
			-----	-----				
			27	16876				
AMERICAN AXLE & MFG HLDGS IN	COM	024061103	54	40830	SH		DEFINED	20
			-----	-----				
			54	40830				
AMERICAN CAMPUS CMNTYS INC	COM	024835100	2	134	SH		DEFINED	9
			7	396	SH		DEFINED	8
			-----	-----				
			9	530				
AMERICAN CAPITAL AGENCY CORP	COM	02503X105	3	180	SH		DEFINED	20
			-----	-----				
			3	180				

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AMERICAN CAP LTD	COM	02503Y103	51	27259	SH	DEFINED	9
			29	15617	SH	DEFINED	20
			2	1206	SH	DEFINED	8
			-----	-----			
			82	44082			
AMERICAN COMMERCIAL LINES	COM NEW	025195207	0	66	SH	DEFINED	9
			-----	-----			
				66			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
AMERICAN EAGLE OUTFITTERS NE	COM	02553E106	357	29168	SH		DEFINED	9
			217	17716	SH		DEFINED	20
			-----	-----				
			574	46884				
AMERICAN ELEC PWR INC	COM	025537101	1987	78660	SH		DEFINED	9
			968	38338	SH		DEFINED	20
			2	89	SH		DEFINED	8
			-----	-----				
			2958	117087				
AMERICAN EXPRESS CO	COM	025816109	748	54871	SH		DEFINED	9
			430	31577	SH		DEFINED	20
			-----	-----				
			1178	86448				
AMERICAN FINL GROUP INC OHIO	COM	025932104	35	2166	SH		DEFINED	9
			-----	-----				
			35	2166				
AMERICAN INCOME FD INC	COM	02672T109	57	10000	SH		DEFINED	9
			-----	-----				
			57	10000				
AMERICAN INTL GROUP INC	COM	026874107	123	123363	SH		DEFINED	9
			27	26557	SH		DEFINED	20
			-----	-----				
			150	149920				
AMERICAN MED SYS HLDGS INC	COM	02744M108	6	500	SH		DEFINED	9
			-----	-----				
			6	500				
AMERICAN MUN INCOME PORTFOLI	COM	027649102	29	2788	SH		DEFINED	20
			-----	-----				
			29	2788				
AMERICAN NATL INS CO	COM	028591105	5	100	SH		DEFINED	20
			-----	-----				
			5	100				

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AMERICAN PUBLIC EDUCATION IN	COM	02913V103	424	10073	SH	DEFINED	9
			53	1268	SH	DEFINED	20
			-----	-----			
			477	11341			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN CALL	PUT/ DSCRETN	INVTMT	O
-----	-----	-----	-----	-----	-----	-----	-----	-----
AMERICAN RAILCAR INDS INC	COM	02916P103	1	90	SH	DEFINED	20	
			-----	-----				
			1	90				
AMERICAN REPROGRAPHICS CO	COM	029263100	8	2316	SH	DEFINED	9	
			-----	-----				
			8	2316				
AMERICAN SCIENCE & ENGR INC	COM	029429107	6	100	SH	DEFINED	20	
			-----	-----				
			6	100				
AMERICAN TOWER CORP	CL A	029912201	1291	42438	SH	DEFINED	9	
			733	24086	SH	DEFINED	20	
			-----	-----				
			2024	66524				
AMERN STRATEGIC INCOME PTFL	COM	030099105	50	6509	SH	DEFINED	9	
			-----	-----				
			50	6509				
AMERICAN SUPERCONDUCTOR CORP	COM	030111108	61	3500	SH	DEFINED	9	
			-----	-----				
			61	3500				
AMERICAN WTR WKS CO INC NEW	COM	030420103	3	158	SH	DEFINED	9	
			-----	-----				
			3	158				
AMERICREDIT CORP	COM	03060R101	0	1	SH	DEFINED	9	
			-----	-----				
				1				
AMERISTAR CASINOS INC	COM	03070Q101	2	144	SH	DEFINED	9	
			-----	-----				
			2	144				
AMERISOURCEBERGEN CORP	COM	03073E105	254	7785	SH	DEFINED	9	
			71	2188	SH	DEFINED	20	
			-----	-----				
			326	9973				
AMERIPRISE FINL INC	COM	03076C106	390	19018	SH	DEFINED	9	
			169	8257	SH	DEFINED	20	

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
AMERIGAS PARTNERS L P	UNIT L P INT	030975106	20	700	SH		DEFINED	9
			20	700				
AMGEN INC	NOTE 0.375% 2	031162AQ3	637	7000	SH		DEFINED	20
			637	7000				
AMGEN INC	COM	031162100	14807	299006	SH		DEFINED	9
			9352	188857	SH		DEFINED	20
			24159	487863				
AMPAL AMERN ISRAEL CORP	CL A	032015109	0	250	SH		DEFINED	9
				250				
AMPHENOL CORP NEW	CL A	032095101	44	1538	SH		DEFINED	9
			2	57	SH		DEFINED	20
			45	1595				
AMYLIN PHARMACEUTICALS INC	COM	032346108	8	700	SH		DEFINED	9
			16	1400	SH		DEFINED	20
			25	2100				
ANADARKO PETE CORP	COM	032511107	5379	138320	SH		DEFINED	9
			2936	75495	SH		DEFINED	20
			8315	213815				
ANADIGICS INC	COM	032515108	35	16888	SH		DEFINED	9
			11	5192	SH		DEFINED	20
			46	22080				
ANALOG DEVICES INC	COM	032654105	491	25478	SH		DEFINED	9
			87	4492	SH		DEFINED	20
			578	29970				
ANDERSONS INC	COM	034164103	30	2093	SH		DEFINED	9
			30	2093				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
ANGIODYNAMICS INC	COM	03475V101	34	3000	SH		DEFINED 9	
			31	2742	SH		DEFINED 20	
			65	5742				
ANGLO AMERN PLC	ADR NEW	03485P201	1881	220464	SH		DEFINED 9	
			176	20676	SH		DEFINED 20	
			2057	241140				
ANGLOGOLD ASHANTI LTD	SPONSORED ADR	035128206	26	700	SH		DEFINED 20	
			26	700				
ANIXTER INTL INC	COM	035290105	1	19	SH		DEFINED 20	
			1	19				
ANNALY CAP MGMT INC	COM	035710409	59	4227	SH		DEFINED 9	
			22	1557	SH		DEFINED 20	
			80	5784				
ANNTAYLOR STORES CORP	COM	036115103	8	1510	SH		DEFINED 20	
			8	1510				
ANSYS INC	COM	03662Q105	551	21937	SH		DEFINED 9	
			218	8698	SH		DEFINED 20	
			769	30635				
AON CORP	COM	037389103	647	15843	SH		DEFINED 9	
			649	15900	SH		DEFINED 20	
			1296	31743				
APACHE CORP	COM	037411105	9067	141479	SH		DEFINED 9	
			8815	137533	SH		DEFINED 20	
			12	192	SH		DEFINED 8	
			17894	279204				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
APARTMENT INVT & MGMT CO	CL A	03748R101	3	458	SH		DEFINED 9	
			5	850	SH		DEFINED 20	
			7	1308				
APOGEE ENTERPRISES INC	COM	037598109	1	69	SH		DEFINED 9	
			1	69				
APOLLO GROUP INC	CL A	037604105	766	9782	SH		DEFINED 9	
			213	2721	SH		DEFINED 20	
			979	12503				
APOLLO INVT CORP	COM	03761U106	39	11284	SH		DEFINED 9	
			4	1110	SH		DEFINED 20	
			43	12394				
APPLE INC	COM	037833100	18511	176097	SH		DEFINED 9	
			8862	84306	SH		DEFINED 20	
			1	9	SH		DEFINED 8	
			27375	260412				
APPLIED INDL TECHNOLOGIES IN	COM	03820C105	6	382	SH		DEFINED 9	
			6	382				
APPLIED MATLS INC	COM	038222105	2331	216879	SH		DEFINED 9	
			1296	120578	SH		DEFINED 20	
			3628	337457				
APTARGROUP INC	COM	038336103	9	282	SH		DEFINED 9	
			9	282				
AQUA AMERICA INC	COM	03836W103	81	4044	SH		DEFINED 9	
			11	554	SH		DEFINED 20	
			92	4598				
ARACRUZ CELULOSE S A	SPON ADR PFD B	038496204	4	562	SH		DEFINED 20	
			4	562				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
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ARCH CHEMICALS INC	COM	03937R102	1	52 SH	DEFINED 9
			3	150 SH	DEFINED 20
			4	202	
ARCELORMITTAL SA LUXEMBOURG	NY REGISTRY SH	03938L104	0	18 SH	DEFINED 20
				18	
ARCH COAL INC	COM	039380100	21	1552 SH	DEFINED 9
			23	1725 SH	DEFINED 20
			44	3277	
ARCHER DANIELS MIDLAND CO	NOTE 0.875% 2	039483AW2	557	6000 SH	DEFINED 9
			557	6000	
ARCHER DANIELS MIDLAND CO	COM	039483102	622	22378 SH	DEFINED 9
			807	29060 SH	DEFINED 20
			1429	51438	
ARCHER DANIELS MIDLAND CO	UNIT 99/99/999	039483201	496	13500 SH	DEFINED 20
			496	13500	
ARENA RESOURCES INC	COM	040049108	0	10 SH	DEFINED 20
				10	
ARES CAP CORP	COM	04010L103	12	2500 SH	DEFINED 20
			12	2500	
ARRIS GROUP INC	COM	04269Q100	5	741 SH	DEFINED 9
			5	741	
ARROW ELECTRS INC	COM	042735100	1	60 SH	DEFINED 20
			1	60	

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN CALL	PUT/ INVSTMT DSCRETN	O MA
ART TECHNOLOGY GROUP INC	COM	04289L107	317	124318 SH	DEFINED 9		
			38	14882 SH	DEFINED 20		
			355	139200			
ASCENT MEDIA CORP	COM SER A	043632108	1	33 SH	DEFINED 9		



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			1	35	SH	DEFINED	20
			-----	-----			
			2	68			
ASHLAND INC NEW	COM	044209104	133	12846	SH	DEFINED	9
			22	2170	SH	DEFINED	20
			-----	-----			
			155	15016			
ASIA TIGERS FD INC	COM	04516T105	6	515	SH	DEFINED	20
			-----	-----			
			6	515			
ASSOCIATED BANC CORP	COM	045487105	6	366	SH	DEFINED	9
			50	3213	SH	DEFINED	20
			-----	-----			
			55	3579			
ASSURANT INC	COM	04621X108	119	5452	SH	DEFINED	9
			14	624	SH	DEFINED	20
			-----	-----			
			132	6076			
ASTORIA FINL CORP	COM	046265104	0	44	SH	DEFINED	9
			6	682	SH	DEFINED	20
			-----	-----			
			7	726			
ASTRAZENECA PLC	SPONSORED ADR	046353108	554	15618	SH	DEFINED	9
			845	23849	SH	DEFINED	20
			6	166	SH	DEFINED	8
			-----	-----			
			1405	39633			
ATHENAHEALTH INC	COM	04685W103	1	50	SH	DEFINED	20
			-----	-----			
			1	50			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
ATHEROS COMMUNICATIONS INC	COM	04743P108	68	4654	SH		DEFINED	9
			9	605	SH		DEFINED	20
			-----	-----				
			77	5259				
ATLANTIC TELE NETWORK INC	COM NEW	049079205	1	61	SH		DEFINED	9
			-----	-----				
			1	61				
ATLAS ENERGY RESOURCES LLC	COM	049303100	1	100	SH		DEFINED	9
			156	14800	SH		DEFINED	20
			-----	-----				

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			157	14900		
ATLAS PIPELINE PARTNERS LP	UNIT L P INT	049392103	2	500	SH	DEFINED 20
			-----	-----		
			2	500		
ATMEL CORP	COM	049513104	8	2242	SH	DEFINED 9
			-----	-----		
			8	2242		
ATMOS ENERGY CORP	COM	049560105	27	1150	SH	DEFINED 20
			-----	-----		
			27	1150		
ATWOOD OCEANICS INC	COM	050095108	374	22530	SH	DEFINED 9
			614	36982	SH	DEFINED 20
			-----	-----		
			987	59512		
AUTODESK INC	COM	052769106	658	39125	SH	DEFINED 9
			678	40356	SH	DEFINED 20
			-----	-----		
			1336	79481		
AUTOLIV INC	COM	052800109	11	578	SH	DEFINED 9
			3	164	SH	DEFINED 20
			-----	-----		
			14	742		
AUTOMATIC DATA PROCESSING IN	COM	053015103	24002	682654	SH	DEFINED 9
			13352	379743	SH	DEFINED 20
			7	200	SH	DEFINED 8
			-----	-----		
			37361	1062597		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN CALL	PUT/ INVSTMT DSCRETN	O MA
AUTONATION INC	COM	05329W102	10	697	SH	DEFINED 9	
			-----	-----			
			10	697			
AUTOZONE INC	COM	053332102	56	347	SH	DEFINED 9	
			40	243	SH	DEFINED 20	
			-----	-----			
			96	590			
AVALONBAY CMNTYS INC	COM	053484101	15	311	SH	DEFINED 9	
			20	425	SH	DEFINED 20	
			-----	-----			
			35	736			
AVERY DENNISON CORP	COM	053611109	313	14027	SH	DEFINED 9	

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			38	1680	SH	DEFINED	20
			-----	-----			
			351	15707			
AVIGEN INC	COM	053690103	0	200	SH	DEFINED	9
			-----	-----			
				200			
AVIS BUDGET GROUP	COM	053774105	0	12	SH	DEFINED	9
			0	50	SH	DEFINED	20
			-----	-----			
				62			
AVISTA CORP	COM	05379B107	168	12164	SH	DEFINED	9
			1	52	SH	DEFINED	20
			-----	-----			
			168	12216			
AVNET INC	COM	053807103	249	14220	SH	DEFINED	9
			69	3945	SH	DEFINED	20
			-----	-----			
			318	18165			
AVON PRODS INC	COM	054303102	145	7559	SH	DEFINED	9
			287	14947	SH	DEFINED	20
			1	58	SH	DEFINED	8
			-----	-----			
			434	22564			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN CALL	PUT/ INVSTMT DSCRETN	O MA
AXA	SPONSORED ADR	054536107	191	15955	SH	DEFINED	9
			162	13489	SH	DEFINED	20
			-----	-----			
			353	29444			
AXCELIS TECHNOLOGIES INC	COM	054540109	0	1028	SH	DEFINED	9
			-----	-----			
				1028			
AXSYS TECHNOLOGIES INC	COM	054615109	238	5670	SH	DEFINED	9
			29	689	SH	DEFINED	20
			-----	-----			
			267	6359			
BB&T CORP	COM	054937107	1390	82166	SH	DEFINED	9
			3614	213566	SH	DEFINED	20
			-----	-----			
			5004	295732			
BCE INC	COM NEW	05534B760	72	3628	SH	DEFINED	9
			76	3814	SH	DEFINED	20

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			2	116	SH	DEFINED	8
			-----	-----			
			150	7558			
BGC PARTNERS INC	CL A	05541T101	140	63552	SH	DEFINED	9
			17	7519	SH	DEFINED	20
			-----	-----			
			157	71071			
BHP BILLITON PLC	SPONSORED ADR	05545E209	13	323	SH	DEFINED	20
			-----	-----			
			13	323			
BJ SVCS CO	COM	055482103	28	2810	SH	DEFINED	9
			421	42297	SH	DEFINED	20
			-----	-----			
			449	45107			
BOK FINL CORP	COM NEW	05561Q201	25	712	SH	DEFINED	9
			-----	-----			
			25	712			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN CALL	PUT/ DSCRETN	INVSTMT	O MA
-----	-----	-----	-----	-----	-----	-----	-----	-----
BP PLC	SPONSORED ADR	055622104	22029	549339	SH	DEFINED	9	
			13214	329537	SH	DEFINED	20	
			14	338	SH	DEFINED	8	
			-----	-----				
			35257	879214				
BP PRUDHOE BAY RTY TR	UNIT BEN INT	055630107	293	4500	SH	DEFINED	9	
			397	6100	SH	DEFINED	20	
			-----	-----				
			690	10600				
BRE PROPERTIES INC	CL A	05564E106	8	400	SH	DEFINED	9	
			-----	-----				
			8	400				
BT GROUP PLC	ADR	05577E101	7	647	SH	DEFINED	9	
			220	19700	SH	DEFINED	20	
			-----	-----				
			227	20347				
BMC SOFTWARE INC	COM	055921100	643	19477	SH	DEFINED	9	
			8	236	SH	DEFINED	20	
			-----	-----				
			651	19713				
BAIDU INC	SPON ADR REP A	056752108	58	329	SH	DEFINED	9	
			14	82	SH	DEFINED	20	
			-----	-----				

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			73	411		
BAKER HUGHES INC	COM	057224107	266	9309 SH	DEFINED 9	
			240	8411 SH	DEFINED 20	
			-----	-----		
			506	17720		
BALCHEM CORP	COM	057665200	2	60 SH	DEFINED 9	
			-----	-----		
			2	60		
BALDOR ELEC CO	COM	057741100	169	11686 SH	DEFINED 9	
			20	1370 SH	DEFINED 20	
			-----	-----		
			189	13056		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN CALL	PUT/ DSCRETN	INVSTMT	O MA
BALL CORP	COM	058498106	15	339 SH		DEFINED 9		
			22	500 SH		DEFINED 20		
			-----	-----				
			36	839				
BALLARD PWR SYS INC NEW	COM	058586108	0	50 SH		DEFINED 20		
			-----	-----				
				50				
BALLY TECHNOLOGIES INC	COM	05874B107	88	4795 SH		DEFINED 9		
			27	1444 SH		DEFINED 20		
			-----	-----				