Edgar Filing: FIFTH THIRD BANCORP - Form 4

FIFTH THI	RD BANCORP											
Form 4												
November 1	5, 2016											
FORM	FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION							MARCION	OMB APPROVAL			
	Washington, D.C. 20549							JMIMISSION	OMB Number:	3235-0287		
Check th	vva	sinigton	, D.C. 20	347				January 31,				
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Form 4 c									response	0.5		
Form 5	Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,											
obligatic may con				•	•			1935 or Section				
See Instr		30(h)	of the Ir	nvestment	t Compan	y Ac	t of 1940)				
1(b).												
(Print or Type	Responses)											
	Address of Reporting	Person [*]	2. Issue	er Name an e	d Ticker or	Tradiı	-0	5. Relationship of Reporting Person(s) to				
Forrest Frank R. Symbol								Issuer				
		FIFTH THIRD BANCORP [FITB]					(Check all applicable)					
(Last)	(Last) (First) (Middle) 3. Date			of Earliest T	ransaction							
				Day/Year)			-	Director 10% Owner X_ Officer (give title Other (specify				
38 FOUNTAIN SQUARE 11/ PLAZA, MD 10AT76			11/10/2	2016				below) below)				
PLAZA, MD IOAT70								EVP & Chief Risk & Credit Off				
				4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check				
			Filed(Mo	onth/Day/Yea	r)			Applicable Line) _X_ Form filed by One Reporting Person				
CINCINNA	ATI, OH 45263						-	Form filed by M				
	111, 011 45205						1	Person				
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative	Secur	ities Acqu	ired, Disposed of,	or Beneficial	y Owned		
1.Title of	2. Transaction Date			3.4. Securities Acquired (A)Transactionor Disposed of (D)Code(Instr. 3, 4 and 5)(Instr. 8)				Securities	Ownership Form:	7. Nature of Indirect Beneficial Ownership		
Security	(Month/Day/Year)	Execution	Date, if									
(Instr. 3)		any (Month/D	ay/Year)					Beneficially Owned				
				· · · ·				Following	or Indirect	(Instr. 4)		
						(A)		Reported Transaction(s)	(I) (Instr. 4)			
						or	D.	(Instr. 3 and 4)	(IIIsu: 4)			
				Code V	Amount	(D)	Price \$					
Common	11/10/2016			S	18,072	D	φ 23.824	72,198	D			
Stock							<u>(1)</u>	, -				

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

Persons who respond to the collection of information contained in this form are not 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 Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)) Execution Date, if Tra any Co		4. Transactic Code (Instr. 8)	of	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
					Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
Repor	rting O	wners										
Reporti	ng Owner Na	me / Address	Relationships									
	0		Director	10% Owner	er Officer	r			Other			
MD 10A7	TAIN SQU	ARE PLAZA	EVP & Chief Risk & Credit Off									
Signa	tures											

H. Samuel Lind, as Attorney-in-Fact for Frank R. Forrest

**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).

The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$23.66 to \$23.845, inclusive. The reporting person undertakes to provide to Fifth Third Bancorp, any of its security holders or the staff of the (1) SEC, upon request, full information regarding the number of shares sold at each separate price within the range set forth in footnote (1) to this Form 4.

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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11/15/2016

Date