FIFTH THIRD BANCORP

Form 4

February 08, 2005

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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response...

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

Check this box

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).

(Last)

(City)

Security

(Instr. 3)

(Print or Type Responses)

1. Name and Address of Reporting Person * DEWBREY DIANE L

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

FIFTH THIRD BANCORP [FITB]

(Middle)

(Zip)

3. Date of Earliest Transaction

Director 10% Owner

38 FOUNTAIN SQUARE PLAZA

(First)

(Month/Day/Year) 02/04/2005

X_ Officer (give title Other (specify below) below)

Senior Vice President

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

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

X Form filed by One Reporting Person Form filed by More than One Reporting

(Instr. 4)

Person

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

CINCINNATI, OH 45263

1. Title of 2. Transaction Date 2A. Deemed

(State)

(Month/Day/Year)

3. 4. Securities Execution Date, if TransactionAcquired (A) or Code Disposed of (D)

(Instr. 8)

5. Amount of Securities Beneficially Owned

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

(Instr. 4)

Reported (A)

Transaction(s) (Instr. 3 and 4)

Following

Code V Amount (D) Price

(Instr. 3, 4 and 5)

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

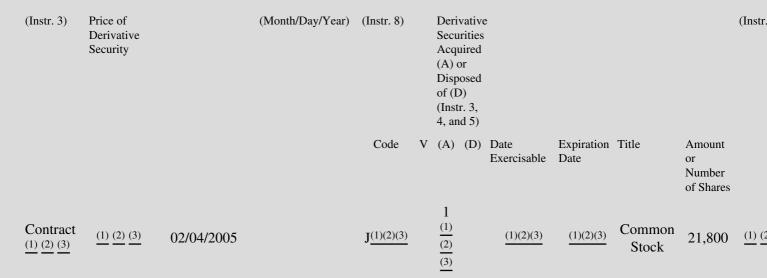
(Month/Day/Year)

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and Amount of	8. Prio
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Number	Expiration Date	Underlying Securities	Deriv
Security	or Exercise		any	Code	of	(Month/Day/Year)	(Instr. 3 and 4)	Secur

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Reporting Owners

Reporting Owner Name / Address	KCI	itionships	

Director 10% Owner Officer Other

Deletionship

DEWBREY DIANE L Senior
38 FOUNTAIN SQUARE PLAZA Vice
CINCINNATI, OH 45263 President

Signatures

Paul L. Reynolds, Attorney-in-Fact for Diane L.

Dewbrey

02/08/2005

**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).

On February 4, 2005 (the "Trade Date"), the reporting person, through a revocable trust (the "Trust") of which she is the grantor, entered into a prepaid variable forward contract ("PVF Agreement") with an unrelated third party (the "Buyer") relating to 21,800 shares of

- (1) Common Stock. Under the PVF Agreement, the Trust has agreed to sell the shares in accordance with footnotes 2 and 3 below. The transaction will be settled in one tranche on February 7, 2008. The Trust will receive a prepayment from the Buyer in the amount of \$754,561.66 within 3 business days of the Trade Date. Such proceeds are to be used for tax planning and estate planning purposes.
- On each settlement date, the Trust, unless it has elected cash settlement as described in the following sentence, will deliver a number of (2) shares of Common Stock. In lieu of delivering shares, the Trust may elect cash settlement. The number of shares to be delivered is determined as outlined in footnote 3 below.

If the "Final Price" (a market-based price as determined under the terms of the PVF Agreement) is less or equal to the Floor Price, the Trust shall deliver 21,800 shares; if the Final Price is greater than the Floor Price but less than the Cap Price, the Trust shall deliver that number of shares equal to 21,800 multiplied by (x) the Floor Price, divided by (y) the Final Price, and if the Final Price is greater than or

- (3) number of shares equal to 21,800 multiplied by (x) the Floor Price, divided by (y) the Final Price, and if the Final Price is greater than or equal to the Cap Price, the Trust shall deliver that number of shares equal to 21,800 multiplied by (x) the sum of (i) the Floor Price (expressed as an amount) and (ii) the product of (a) one and (b) any amount by which the Final Price exceeds the Cap Price (expressed as an amount), divided by (y) the Final Price. This transaction has a Floor Price of \$40.358 and a Cap Price of \$59.35.
- (4) A revocable Trust of which the reporting person is the grantor.

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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