

MARTIN MIDSTREAM PARTNERS LP
Form 8-K
September 16, 2008

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 8-K
CURRENT REPORT**

**Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934
Date of report (date of earliest event reported): September 16, 2008
MARTIN MIDSTREAM PARTNERS L.P.
(Exact name of Registrant as specified in its charter)**

DELAWARE
(State of incorporation

or organization)

000-50056
(Commission file number)

05-0527861
(I.R.S. employer identification
number)

**4200 STONE ROAD
KILGORE, TEXAS**
(Address of principal executive offices)

75662
(Zip code)

Registrant's telephone number, including area code: (903) 983-6200
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 7.01 Regulation FD Disclosure.

On September 16, 2008, Martin Midstream Partners L.P. issued the press release furnished as Exhibit 99.1 to this Current Report on Form 8-K.

In accordance with General Instruction B.2 of Form 8-K, the information set forth in this Item 7.01 and in the attached Exhibit is deemed to be furnished and not deemed to be filed for purposes of the Securities Exchange Act of 1934, as amended (the Exchange Act).

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

In accordance with General Instruction B.2 of Form 8-K, the information set forth in the attached Exhibit is deemed to be furnished and shall not be deemed to be filed for purposes of the Exchange Act.

EXHIBIT NUMBER	DESCRIPTION
99.1	Press release dated September 16, 2008.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MARTIN MIDSTREAM PARTNERS L.P.

By: Martin Midstream GP LLC,

Its General Partner

Date: September 16, 2008

By: /s/ Robert D. Bondurant

Robert D. Bondurant,

Executive Vice President and Chief Financial

Officer

INDEX TO EXHIBITS

Exhibit Number	Description
99.1	Press release dated September 16, 2008.

> 125,359 \$1,594,566

- (1) All unexercisable shares will vest on April 23, 2012.

- (2) All unexercisable shares will vest on April 15, 2012.

- (3) A portion of the awards issued in 2009 prior to the Interim Final Rule on TARP Standards for Compensation and Corporate Governance issued by the U.S. Department of the Treasury on June 15, 2009 were forfeited in 2011 order to comply with the Interim Final Rule. The value for the 2009 SAR award is the maximum possible award value, assuming a minimum proration factor calculated using the expiration date as the end date for the time awards are considered outstanding (proration is based on the number of days the executive officer was considered a TARP MHCE divided by the total number of days the award is considered outstanding). The award value will be less if the executive officer decides to exercise prior to the expiration date. One-third of the unexercisable shares vested on January 3, 2012 (actual vest date was December 31, 2011, however this date fell on a weekend, therefore the date the shares vested became the next business day) and the remaining unexercisable shares will vest one-third on each of April 21, 2012, and 2013.

- (4) One-fourth of the unexercisable shares will vest on each of April 19, 2012, 2013, 2014 and 2015.

- (5) A portion of the awards issued in 2009 prior to the Interim Final Rule on TARP Standards for Compensation and Corporate Governance issued by the U.S. Department of the Treasury on June 15, 2009 were forfeited in 2011 order to comply with the Interim Final Rule. One-half of the unvested shares vested on January 3, 2012 (actual vest date was December 31, 2011, however this date fell on a weekend therefore the date the shares vested became the next business day) and the remaining half of the unvested shares will vest on April 21, 2012.

- (6) All unvested shares are scheduled to vest on April 20, 2013.

- (7) One-third of the unvested shares will vest on each of April 19, 2012, 2013, and 2014.

(8) As referenced in the Compensation Discussion and Analysis section of this proxy statement, the Summary Compensation table and the Company's 8-K filed in September 2009, the Compensation Committee amended the Company's approved executive compensation structure to comply with the TARP standards for compensation. Awards reflect salary for the Named Executive Officers made in the form of immediately vested phantom stock units, which were granted each pay period through April 15, 2011 and will be settled solely in cash, half on June 15, 2012 and half on June 15, 2013 or the executive's death. The actual value to be paid to each executive on the settlement date is dependent upon the Company's closing stock price on each grant date and the closing stock price on the settlement date, which may be higher or lower than the market value referenced above.

(9) Equity Incentive Plan Awards in this column are comprised of 2009 performance shares, which settle one-half in cash and one-half in shares of Company stock, and 2011 performance shares, which settle entirely in shares of Company stock, only after threshold performance or greater is achieved. A portion of the awards issued in 2009 prior to the Interim Final Rule on TARP Standards for Compensation and Corporate Governance issued by the U.S. Department of the Treasury on June 15, 2009 were forfeited in 2011 order to comply with the Interim Final Rule. Awards will vest three years from the date of grant, subject to achievement of stated performance goals:

Of the amount shown for Mr. Kabat, 420,899 will vest on April 21, 2012, and 80,243 will vest on April 19, 2014.

Of the amount shown for Mr. Poston, 53,763 will vest on April 21, 2012, and 19,615 will vest on April 19, 2014.

Of the amount shown for Mr. Carmichael, 168,011 will vest on April 21, 2012, and 34,727 will vest on April 19, 2014.

Of the amount shown for Mr. Sullivan, 117,608 will vest on April 21, 2012, and 17,832 will vest on April 19, 2014.

Of the amount shown for Mr. Reynolds, 107,527 will vest on April 21, 2012, and 17,832 will vest on April 19, 2014.

(10) Values are based on December 30, 2011 closing price of the Company's common stock of \$12.72 and are based on achievement of target performance.

Option Exercises and Stock Vested

The following table outlines SARs, stock options exercised, restricted stock vested, and phantom stock units vested during 2011. The Named Executive Officers did not exercise any options or SARs in 2011. The dollar figures in the table below reflect the value on the vesting date for Stock Awards.

2011 Option Exercises & Stock Vested

Name	Option Awards ⁽¹⁾		Stock Awards ⁽²⁾	
	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise (\$)	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting (\$)
Kevin T. Kabat			101,282	\$ 1,419,525
Daniel T. Poston			17,254	\$ 241,705
Greg D. Carmichael			35,736	\$ 500,850
Robert A. Sullivan			27,454	\$ 380,628
Paul L. Reynolds			21,043	\$ 293,628

(1) There were no SAR or option exercises for Named Executive Officers in 2011.

(2) Amounts include salary for the Named Executive Officers made in the form of immediately vested phantom stock units, which are granted each pay period and portions of which will be settled solely in cash, half on June 15, 2012 and half on June 15, 2013 or the executive's death. The actual value to be paid to each executive on the settlement date is dependent upon the Company's closing stock price on each grant date and the closing stock price on the settlement date, which may be higher or lower than the value realized on vesting as referenced above. Amounts also include performance share awards that vested and were settled in cash in 2011.

Pension Benefits

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The following table illustrates the payments in connection with retirement, shown for each retirement plan. The table shows the present value of accumulated benefits payable to each of the Named Executive Officers, including the number of years of service credited to each such Named Executive Officer under each of The Fifth Third Bancorp Master Retirement Plan (the Master Retirement Plan) and The Fifth Third Bancorp Supplemental Retirement Income Plan (SERP) determined using interest rates and mortality rate assumptions

consistent with those used in the Company's Financial Statements (disclosed in footnote 21 Retirement and Benefit Plans located on pages 126-129 of the Company's Annual Report on Form 10-K for the year ended December 31, 2011). The purpose of the SERP is to provide benefits that would have been provided by the Master Retirement Plan if the Internal Revenue Code did not place annual limits on compensation and benefits.

The Master Retirement Plan and SERP were frozen as of November 15, 1998 except for employees who were at least age 50 and had 15 years of credited service as of December 31, 1998. For the purpose of computing a benefit under these Plans on December 31, 2011, Mr. Kabat has a frozen benefit related to his service with Old Kent Financial Corporation. His annual benefit at age 65 would be approximately \$65,400. Mr. Reynolds has a frozen benefit related to his service with Fifth Third. His annual benefit under the Master Retirement plan at age 65 would be approximately \$10,339. Mr. Reynolds also has a frozen benefit in the SERP and that benefit would be paid in a lump sum. Assuming he terminated on December 31, 2011, his lump sum payment in 2012 would be \$24,070. Messrs. Poston, Carmichael and Sullivan joined the Company after these plans were frozen and therefore are not eligible to participate.

The figures in the table below were calculated as of December 31, 2011 using the earliest age (or current age, if older) at which the Named Executive Officer may retire under the plan without a reduction of benefits due to age.

The benefits under the Master Retirement Plan for Mr. Kabat are calculated using the highest five out of the last 10 years of eligible wages, which generally includes W-2 pay including pre-tax deferrals. The normal benefit is equal to 1.68% of average monthly compensation plus 0.625% of average monthly earnings in excess of his Social Security covered compensation. This monthly benefit was converted to a present value in the table below. Mr. Kabat will not be eligible for early retirement until age 55.

The benefits under the Master Retirement Plan for Mr. Reynolds are calculated using the highest five consecutive years out of the last 10 years of eligible wages, which generally includes Base Pay and Variable Compensation. The normal benefit is equal to 30.5% of average monthly compensation minus 11.1% of average monthly compensation up to Social Security Covered Compensation. This benefit is then multiplied by the ratio of his credited years of service to his credited service at age 60. This benefit was converted to a present value in the table below. Mr. Reynolds is not eligible for early retirement until age 55. Mr. Reynolds' SERP benefit mirrors the qualified defined benefit plan except that it provides benefits that are lost under the qualified plan due to IRS qualified plan limits.

Mr. Reynolds' credited service is as of the date that the Master Retirement Plan and the SERP was frozen on November 15, 1998. His actual service with the company is over 21 years.

Mr. Kabat's credited service is as of the date the Old Kent Retirement Income Plan was frozen on March 10, 2002. His actual service with the Company is over 29 years.

2011 Pension Benefits

Name	Plan Name	Number of Years Credited Service (#)	Present Value of Accumulated Benefit (\$)	Payments During 2010 (\$)
Kevin T. Kabat	Master Retirement Plan	19.75	\$ 577,700	
Daniel T. Poston				
Greg D. Carmichael				
Paul L. Reynolds	Master Retirement Plan	8.0	\$ 114,500	
	SERP	8.0	\$ 29,300	
Robert A. Sullivan				

There is no additional value under either the Master Retirement Plan or the SERP for either Mr. Kabat or Mr. Reynolds upon termination.

Nonqualified Deferred Compensation

The Company maintains a Nonqualified Deferred Compensation Plan that allows participant and Company contributions.

Participants are able to defer all but \$50,000 of their base salary and 100% of their annual cash incentive compensation award. Beginning January 1, 2007, participants were able to diversify their investments into the same investment alternatives as are available in the Company's 401(k) plan.

In addition, the Company makes contributions for loss of qualified 401(k) plan matching and/or discretionary contributions due to base salary or annual cash incentive compensation deferrals or due to wage and/or contribution limitations under the qualified 401(k) plan. The Company's contribution to this plan is determined by taking the participant's eligible wages above the qualified 401(k) plan compensation limits (\$245,000 for 2011) and applying the Company's 401(k) match (4%) and discretionary contribution (3% for 2011) percent. If other qualified plan 401(k) limitations applied, the participants would also have contributions made to the plan for those limitations.

Distributions are made in a lump sum or in up to ten annual installments. The Named Executive Officers may elect when the payments commence. The earliest distribution is August of the calendar year following the year of retirement. The entire distribution may be made no later than the tenth calendar year following the year of retirement. This plan is intended to comply with the requirements of Section 409(A) of the Internal Revenue Code.

The following table illustrates the nonqualified deferred compensation benefits by plan. It includes each Named Executive Officer's and the Company's contributions under the nonqualified plan as well as the earnings during 2011 but it does not reflect matching 401(k) or discretionary contributions made under the qualified plan.

2011 Nonqualified Deferred Compensation

Name	Plan ⁽¹⁾	Executive Contributions in 2011 (\$) ⁽²⁾	Registrant Contributions in 2011 (\$)	Aggregate Earnings in 2011 (\$)	Aggregate Withdrawals/Distributions (\$)	Aggregate Balance at December 31, 2011 (\$)
Kevin T. Kabat	NQDC	\$ 237,421	\$ 48,094	\$ (70,418)		\$ 939,425
	2008 Incentive Compensation Plan ⁽²⁾	\$ 631,003		\$ 901,406	\$ 2,224,306	\$ 1,673,528
Daniel T. Poston	NQDC		\$ 16,501	\$ (4,255)		\$ 77,827
	2008 Incentive Compensation Plan ⁽²⁾	\$ 127,657		\$ 57,018	\$ 320,132	\$ 341,088
Greg D. Carmichael	NQDC	\$ 215,643	\$ 30,182	\$ (31,132)		\$ 771,608
	2008 Incentive Compensation Plan ⁽²⁾	\$ 237,103		\$ 343,135	\$ 802,982	\$ 630,176
Robert A. Sullivan	NQDC		\$ 22,456	\$ (13,020)		\$ 216,780
	2008 Incentive Compensation Plan ⁽²⁾	\$ 112,249		\$ 114,014	\$ 419,235	\$ 295,317
Paul L. Reynolds	NQDC		\$ 20,085	\$ (17,620)		\$ 218,351
	2008 Incentive Compensation Plan ⁽²⁾	\$ 129,834		\$ 223,861	\$ 421,888	\$ 346,213

(1) The Company maintains a nonqualified deferred compensation plan (NQDCP). The investments under this plan would produce earnings equal to those of any other shareholder who invested like money for the same time period during the year.

- (2) As referenced in the Compensation Discussion and Analysis section of this proxy statement, the Outstanding Equity Awards table and the Company's 8-K filed in September 2009, the Compensation Committee amended the Company's approved executive compensation structure to comply with the TARP standards for compensation. The executive contributions include salary for the Named Executive Officers made in the form of immediately vested phantom stock units, which were granted under the 2008 Incentive Compensation Plan each pay period through April 15, 2011 and will be settled solely in cash half on June 15, 2012 and half on June 15, 2013 or the executive's death. The executive contributions reflect the total grant date fair values. The actual value to be paid to each executive on the settlement date is dependent upon the Company's closing stock price on each grant date and the closing stock price on the settlement date, which may be higher or lower than the contribution value and the aggregate balance as referenced above. The executive distributions include salary in the form of phantom stock units granted, and immediately vested, from June 26, 2009 to June 11, 2010. The executive distributions occurred on June 15, 2011 and the value is calculated as [total number of shares] multiplied by the closing price on June 15, 2011 of \$12.72. The executive has no rights as a shareholder as to the phantom stock units, no rights to receive dividends, no rights to vote, and no right to transfer the units.

Potential Payments Upon Termination or Change in Control

The treatment of equity-based awards, under all termination scenarios, is dictated by the 2004, 2008 and 2011 Incentive Compensation Plans, which were approved by shareholders on March 23, 2004, April 15, 2008 and April 19, 2011, respectively. The design of the 2004 plan, including the vesting provisions under which equity awards continue to vest upon retirement and accelerate upon a Change in Control, was determined by the Committee to be appropriate and consistent with competitive practice among the Company's peers at that time. The 2008 and 2011 plan provides immediate vesting upon a Change in Control only upon involuntary separation from service within two years after a Change in Control (i.e., a double-trigger).

The Change-in-Control agreements were also determined by the Committee to provide appropriate benefits based on a competitive review of the Compensation Peer Group and published guidance from institutional shareholder groups such as Institutional Shareholder Services and CalPERS.

These arrangements fit into the Company's overall compensation objectives as they are viewed to be competitive, but not excessive, relative to our Compensation Peer Group, and allow us to attract and retain qualified senior executives. However, these arrangements impact neither the compensation target levels which are based on market median compensation, nor the compensation awards which are based on a variety of performance factors, as described in this proxy statement.

The estimated payouts under a variety of termination scenarios for the Named Executive Officers are shown below. For all termination scenarios, the figures reflect unvested long-term equity-based incentive compensation awards as of December 30, 2011 and at the closing stock price (\$12.72) on that date.

Voluntary or Without Cause. The Company does not currently have contracts with its Named Executive Officers that would require cash severance payments upon termination. If the Named Executive Officer is retirement-eligible he would continue vesting in outstanding equity awards, the values of which are included in the table below. The Named Executive Officer's termination would not result in enhanced retirement benefits beyond the benefits described in the Pension Benefits Section. Eligibility for other payments would be determined in a manner consistent with all officers of the Company.

With Cause. The Company does not currently have contracts with its Named Executive Officers that would require cash severance payments upon termination. Under the terms of the 1998 Long Term Incentive Stock Plan and the 2004, 2008 and 2011 Incentive Compensation Plans, if the Named Executive Officer is retirement-eligible he may continue vesting in outstanding equity awards, the values of which are included in the table below. The Named Executive Officer's termination would not result in enhanced retirement benefits. Eligibility for other payments would be determined in a manner consistent with all officers of the Company.

Death and Disability. Under the terms of the 2004, 2008 and 2011 Incentive Compensation Plans and the 1998 Long Term Incentive Stock Plan, all outstanding awards vest immediately. Performance shares are earned on a prorated basis based on the Named Executive Officer's full months of service and are adjusted based on the achievement of the performance goals for the full performance period. The Named Executive Officers' termination would not result in enhanced retirement benefits, beyond the benefits described in the Pension Benefits section. In the event of death, the defined benefit pension would be a 50% joint and survivor payout, the SERP death benefit would equal the regular termination benefit and the 401(k) Plan would immediately vest. Eligibility for other payouts would be determined in a manner consistent with all other officers.

Change in Control. As described in "Severance and Change-in-Control Benefits" in the Compensation Discussion and Analysis section, the Company maintains agreements with all of the Named Executive Officers, among others, providing for the payment of benefits upon termination following a change in control (a triggering event). In exchange for the payments and benefits of the agreement, the eligible Named Executive Officer must sign an agreement at the time of the triggering event to not compete with, nor solicit employees or customers from, the Company for a period of three years following the Executive Officer's termination. Forms of these agreements were filed with the Company's Current Reports on Form 8-K filed on December 31, 2008 and January 24, 2012. Equity awards were valued as of December 31, 2011 as described above.

The cash severance payment would be equal to 2.99 or 1.99 times the Named Executive Officer's base salary plus their target annual cash incentive compensation award. In addition the Named Executive Officer would earn a pro-rated VCP award for the fiscal year of the termination. The table below reflects an assumed full-year VCP award at the target level.

Upon a change in control, as defined in our Incentive Compensation Plans approved by shareholders outstanding equity awards (stock options, stock appreciation rights, and both service- and performance-based restricted stock) granted prior to April 15, 2008 would vest immediately. This is true for all equity award recipients, not just for the Company's Executive Officers. The value of performance shares would be calculated based on the current market value of the Company's stock on the date of the change in control times the target number of performance shares determined on the date(s) of grant. Awards granted after April 15, 2008, contain double-trigger vesting provisions under which accelerated vesting will apply in the event of involuntary termination of employment within two years after the change in control.

The Named Executive Officer would receive three additional years of age and service credit under the qualified and nonqualified defined contribution plans, three years of medical, dental and life insurance benefits, and the additional value, if any, of the pension benefit and SERP at age 60 (which are reflected in the Other Benefits and Potential Excise Tax Gross-Up category below) upon a triggering event. The Named Executive Officers' termination would not result in enhanced retirement benefits, beyond the benefits described in the Pension Benefits section. In the event that the change-in-control benefits subject the Named Executive Officer to excise tax on excess parachute payments as outlined under Sections 280G and 4999 of the Internal Revenue Code, if a 10% reduction in the benefits would eliminate the excise tax, the Named Executive Officer's benefits will be reduced to the extent necessary to avoid the excise tax. If the payment exceeds the limit by more than 10%, the Company will make a tax gross-up payment to reimburse the Named Executive Officer for the excise tax and associated income taxes.

Material differences in circumstances relate to retirement eligibility, as described above. As of December 31, 2011 each of our Named Executive Officers, other than Mr. Carmichael, is retirement-eligible for some equity compensation award agreements, which provide for continuing vesting of their outstanding equity awards.

Beginning in 2011 the Company revised its form of change-in-control agreements by removing the tax gross-up payment to reimburse individuals for the excise tax and associated income taxes on excess parachute

payments as outlined under Sections 280G and 4999 of the Internal Revenue Code. The new form of change-in-control agreement will apply to any individual who signs a new agreement with the Company. Recently Mr. Poston and Mr. Reynolds have signed this new form of agreement.

The tables below contains the total payments under each termination scenario.

Termination Scenarios¹

Name	Voluntary or Without Cause	With Cause	Death or Disability
Kevin T. Kabat			\$ 13,391,310
Daniel T. Poston			\$ 2,124,435
Greg D. Carmichael			\$ 5,525,789
Robert A. Sullivan			\$ 3,709,031
Paul L. Reynolds			\$ 3,465,321

1 Unvested equity and/or retirement benefits are the only eligible form of payment in each of the termination scenarios.

Change in Control

Name	Cash Severance	Unvested Equity	Other Benefits and Potential Excise Tax Gross-Up	Total
Kevin T. Kabat	\$ 9,000,000	\$ 15,431,893	\$ 9,945,844	\$ 34,377,737
Daniel T. Poston	\$ 2,500,000	\$ 2,519,103	\$ 1,811,031	\$ 6,830,134
Greg D. Carmichael	\$ 5,535,000	\$ 6,378,915	\$ 4,718,760	\$ 16,632,675
Robert A. Sullivan	\$ 3,534,000	\$ 4,213,536	\$ 2,788,273	\$ 10,535,809
Paul L. Reynolds	\$ 2,750,000	\$ 3,948,454	\$ 2,598,880	\$ 9,297,334

Director Compensation

The following table illustrates the 2011 compensation structure for non-employee Directors. Employee Directors receive no compensation for their Board service. In addition to the compensation described below, each Director is reimbursed for reasonable out-of-pocket expenses incurred for travel and attendance related to meetings of the Board of Directors or its committees.

Element of Compensation	2011 Amount
Annual retainer (cash) ¹	\$ 50,000
Annual committee chair retainer (cash) ²	\$ 10,000
Board meeting fees per meeting (cash)	\$ 1,500
Committee meeting fees per meeting (cash)	\$ 1,500
Restricted stock award ³ (common stock)	\$ 75,000

1 \$125,000 for Chairman and \$130,000 for Lead Director

2 \$15,000 for Audit Committee Chair

3 \$250,000 for Chairman. Vests four years after the date of grant

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The Company's 2011 Incentive Compensation Plan provides that the Compensation Committee has full authority to provide equity-based or other incentive awards to non-employee Directors. Equity-based awards shown in the table below were granted under the 2011 Incentive Compensation Plan. The Company has a stock ownership guideline for its Directors of shares having a value equal to at least \$250,000.

Pursuant to a Deferred Compensation Plan, Directors may annually defer from one-half to all of their compensation as Directors. The deferred funds bear interest until paid at an annually adjusted rate equal to 1% over the U.S. Treasury bill rate or Directors may elect to receive a return on deferred funds at a rate equal to the rate of return on the Company's common stock.

The following table summarizes the compensation earned by or awarded to each non-employee Director who served on the Board of Directors during 2011. The Stock Awards and Option Awards columns in the table display the grant date fair value associated with the equity awards. The amounts listed in the Stock Awards column represent the restricted stock award that vests four years after the grant date. The award relates to the fiscal year in which it was granted. Directors did not receive any Option Awards or Non-Equity Incentive Plan Compensation in 2011.

2011 Director Compensation

Name	Fees Earned or Paid in Cash (\$)	Stock Awards ⁽¹⁾⁽³⁾⁽⁴⁾ (\$)	Option Awards ⁽²⁾ (\$)	Non-Equity Incentive Plan Compensation (\$)	Change in Pension Value & Nonqualified Deferred Compensation Earnings (\$)	All Other Compensation ⁽⁵⁾ (\$)	Total (\$)
Darryl F. Allen	\$ 102,500	\$ 75,002				\$ 5,501	\$ 183,003
B. Evan Bayh	\$ 23,667	\$ 43,752				\$ 1,025	\$ 68,107
Ulysses L. Bridgeman, Jr.	\$ 98,000	\$ 75,002				\$ 5,370	\$ 178,372
Emerson L. Brumback	\$ 119,000	\$ 75,002				\$ 2,535	\$ 196,537
James P. Hackett	\$ 187,000	\$ 75,002				\$ 5,501	\$ 267,503
Gary R. Heminger	\$ 142,500	\$ 75,002				\$ 5,501	\$ 223,003
Jewell D. Hoover	\$ 117,500	\$ 75,002				\$ 2,535	\$ 195,037
William Isaac	\$ 150,000	\$ 249,994				\$ 7,206	\$ 407,200
Mitchel D. Livingston, Ph.D.	\$ 126,000	\$ 75,002				\$ 5,501	\$ 206,503
Michael B. McCallister	\$ 3,000					\$ 688	\$ 3,688
Hendrik G. Meijer	\$ 93,500	\$ 75,002				\$ 5,501	\$ 174,003
John J. Schiff, Jr.	\$ 89,000	\$ 75,002				\$ 5,501	\$ 169,503
Dudley S. Taft	\$ 53,167					\$ 4,710	\$ 57,877
Marsha C. Williams	\$ 142,500	\$ 75,002				\$ 4,635	\$ 222,137

(1) Outstanding Stock Awards for Directors totaled 271,348 shares as of December 31, 2011.

(2) There were no options awarded to Directors in 2011. Outstanding Option Awards for Directors totaled 63,000 shares as of December 31, 2011.

Director	Number of Option Awards:
Darryl F. Allen	10,000
B. Evan Bayh	
Ulysses L. Bridgeman, Jr.	1,500
Emerson L. Brumback	
James P. Hackett	10,000
Gary R. Heminger	1,000
Jewell D. Hoover	500
William Isaac	
Mitchel D. Livingston, Ph.D.	10,000
Michael B. McCallister	
Hendrik G. Meijer	10,000
John J. Schiff, Jr.	10,000
Dudley S. Taft	10,000
Marsha C. Williams	

- (3) The full fair value of stock awards granted in 2011 totaled \$1,043,766:

Director	Grant Date	Shares Granted	Grant Date Fair Value of Restricted Stock Awards
Darryl F. Allen	4/29/2011	5,652	\$ 75,002
B. Evan Bayh	9/20/2011	4,215	\$ 43,752
Ulysses L. Bridgeman, Jr.	4/29/2011	5,652	\$ 75,002
Emerson L. Brumback	4/29/2011	5,652	\$ 75,002
James P. Hackett	4/29/2011	5,652	\$ 75,002
Gary R. Heminger	4/29/2011	5,652	\$ 75,002
Jewell D. Hoover	4/29/2011	5,652	\$ 75,002
William Isaac	4/29/2011	18,839	\$ 249,994
Mitchel D. Livingston, Ph.D.	4/29/2011	5,652	\$ 75,002
Michael B. McCallister	4/29/2011		
Hendrik G. Meijer	4/29/2011	5,652	\$ 75,002
John J. Schiff, Jr.		5,652	\$ 75,002
Dudley S. Taft	4/29/2011		
Marsha C. Williams		5,652	\$ 75,002

- (4) Assumptions used in determining fair value are disclosed in footnote 24 Stock Based Compensation located on pages 132-135 of the Company's Annual Report on Form 10-K for the year ended December 31, 2011.

- (5) Amounts include restricted stock dividends and a personal computer.

Beneficial Ownership

The following table sets forth certain information regarding the Named Executive Officers' beneficial ownership of the Common Stock of the Company as of December 31, 2011:

Title of Class	Name of Officer	Number of Shares ⁽¹⁾	Percent of Class
Common Stock	Kevin T. Kabat	1,735,121	.1875%
Common Stock	Daniel T. Poston	334,716	.0362%
Common Stock	Greg D. Carmichael	583,484	.0631%
Common Stock	Robert A. Sullivan	710,390	.0769%
Common Stock	Paul L. Reynolds	492,608	.0533%

- (1) The amounts shown represent the total shares owned outright by such individuals together with shares which are issuable upon the exercise of currently exercisable (or exercisable within 60 days), but unexercised, stock options and stock appreciation rights and shares held in the name of spouses, minor children, certain relatives, trusts, estates and certain affiliated companies as to which beneficial ownership may be disclaimed. These individuals have the right to acquire the shares indicated after their names, upon the exercise of currently exercisable (or exercisable within 60 days of December 31, 2011) stock options and stock appreciation rights, respectively: Mr. Kabat, 110,000 and 1,230,126; Mr. Poston, 55,000 and 203,083; Mr. Carmichael, 20,000 and 420,889; Mr. Sullivan, 125,000 and 417,319; and Mr. Reynolds, 135,000 and 258,114. The amounts listed for Stock Appreciation Rights represent the number of rights that may be exercised, the actual number of shares delivered will vary based on the stock's appreciation over the grant price at the time of exercise.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Securities Exchange Act of 1934 requires the Company's Executive Officers and Directors, and persons who own more than ten percent of a registered class of the Company's stock, to file reports of ownership and changes in ownership with the Securities and Exchange Commission (SEC). Executive Officers, Directors and greater than ten percent shareholders are required by SEC regulation to furnish the Company with copies of all Section 16(a) forms they file.

Based solely on its review of the copies of such forms received by it, or written representations from certain reporting persons that no Annual Statement of Changes In Beneficial Ownership of Securities on Form 5 were required for those persons, the Company believes that, for the period January 1, 2011 through December 31, 2011, its Executive Officers and Directors complied with all filing requirements applicable to them.

COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION

In 2011 the Human Capital and Compensation Committee members were Messrs. Heminger, Livingston, Meijer, and Brumback. No Executive Officer of the Company serves on any board of directors or compensation committee of any entity that compensates any member of the Human Capital and Compensation Committee.

COMPENSATION COMMITTEE REPORT

The following Report of the Human Capital and Compensation Committee (the Committee) does not constitute soliciting material and should not be deemed filed or incorporated by reference into any other Company filing under the Securities Act of 1933 or the Securities Exchange Act of 1934, except to the extent the Company specifically incorporates this Report by reference therein.

Compensation Practices and Risk Assessment. In January 2011, the Human Capital and Compensation Committee reviewed its executive and other incentive programs to determine if their design and/or metrics encourage unnecessary and or material risk taking. The Committee believes, based on the provisions and actions described below, that they do not.

Executive Incentive Programs. Current incentive compensation awards available to executives and employees based on corporate performance are made under the Variable Compensation Plan (VCP) and the Company's long-term incentive plan. These plans contain the following risk-limiting characteristics:

VCP awards are not tied to formulas that could focus executives on specific short-term outcomes. The VCP, as discussed in the CD&A section, is based on a variety of factors evaluated by the Human Capital and Compensation Committee. The factors include earnings, return on common tangible equity, efficiency, capital adequacy, and operating performance, as well as liquidity

Individual awards are also based on a number of factors including corporate results, business unit results, as well as individual factors, performance against specific individual goals and demonstrating the Company's core values. This detailed review of individual performance, including any activities that might have risk to the Company, is complete before any awards are paid under the VCP

Annual incentive award funding is limited by the terms of the Variable Compensation Plan (VCP) to a maximum funding level by position, with a specific funding maximum of 225% of target. This level of funding is only attainable in the event the Company has significantly exceeded all financial, operational, strategic, and credit performance expectations

Members of the Human Capital and Compensation Committee approve the final Variable Compensation Plan awards at their discretion, after a review of executive and corporate performance, absolute and relative to peers, negating the ability of an executive to determine his or her award through actions that may include unnecessary risk

A significant portion of the Senior Executives' target total direct compensation is made in the form of long-term incentives, which aligns the interests of executive officers to long-term shareholder interests.

Individual long-term incentive awards are made in a combination of vehicles, each with their own vesting provisions; the linkage to the long-term success of the Company and its stock price does not incent unnecessary risks to increase Company stock price

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All awards made to the Senior Executive Officers are subject to claw back recovery provisions

Executive officers are subject to executive stock ownership and holding guidelines

The Chief Risk Officer initiated a review of all compensation plans with the Committee for the Senior Executive Officers. Based on the findings of that review, the Chief Risk Officer and the Committee concluded that these plans do not encourage unnecessary or excessive risk taking.

Non-executive incentive plans. The Company's business model does not generally include areas that are engaged in activities regarded as having significant inherent risk, such as mortgage-backed securities and proprietary trading. However, there are some inherent risks within the Company's core business units that require appropriate controls to ensure that business activities are within the risk profile established for the Company. In addition to the controls implemented to manage the overall risks of the Company, the Chief Risk Officer and senior risk officers developed a review process for all employee incentive plans. The senior risk officers applied this review process to employee incentive plans to evaluate the plans for credit, market, compliance and operational risk. Additionally, the senior risk officers served as members of incentive design teams, which allowed them to identify areas of improvement and make recommendations for enhancing risk mitigation within the plans. The results of this review and the resulting plan enhancements were presented to the Committee by the Chief Risk Officer. Based on the findings of the risk assessment and actions implemented, the Chief Risk Officer and the Committee determined that the employee incentive plans did not motivate employees to take unnecessary or excessive risks.

In addition to the above, the Human Capital and Compensation Committee certifies that:

1. It has reviewed with senior risk officers the Senior Executive Officer (SEO) compensation plans and has made all reasonable efforts to ensure that these plans do not encourage SEOs to take unnecessary and excessive risks that threaten the value of Fifth Third Bancorp;
2. It has reviewed with senior risk officers the employee compensation plans and has made all reasonable efforts to limit any unnecessary risks these plans pose to the Fifth Third Bancorp; and
3. It has reviewed the employee compensation plans to eliminate any features of these plans that would encourage the manipulation of reported earnings of Fifth Third Bancorp to enhance the compensation of any employee.

The Company also employs policies and procedures to ensure that all incentive payments made to employees are reviewed and approved by the appropriate levels of management prior to payment. Additionally, all cash and long-term incentive awards made to employees are subject to recovery by the Company in the event that the recipient violates any of the provisions in these agreements, which includes failure to adhere to the Company's guidelines on risk and compliance.

The Human Capital and Compensation Committee has reviewed and discussed with Management the preceding Compensation Discussion and Analysis (CD&A) as well as the accompanying tables set forth thereafter. Based on that discussion, the Committee recommended to the Board of Directors that the CD&A be included in this proxy statement and incorporated into the Company's Annual Report on Form 10-K for the year ended December 31, 2011.

Gary R. Heminger, Chairman

Hendrik G. Meijer

Mitchel D. Livingston, Ph.D.

Emerson Brumback

REPORT OF THE AUDIT COMMITTEE

The following Report of the Audit Committee does not constitute soliciting material and should not be deemed filed or incorporated by reference into any other Company filing under the Securities Act of 1933 or the Securities Exchange Act of 1934, except to the extent the Company specifically incorporates this Report by reference therein.

In accordance with its written charter adopted by the Board of Directors (Board), which may be found in the Corporate Governance Section of the Company s website at www.53.com, the Audit Committee of the Board assists the Board in fulfilling its responsibility for oversight of the quality and integrity of the accounting, auditing and financial reporting practices of the Company. During 2011, the Committee met twelve (12) times, and the Committee discussed the interim financial and other information contained in each quarterly earnings announcement and periodic filings to the Securities and Exchange Commission with the Chief Executive Officer, Chief Financial Officer, Controller and the independent registered public accounting firm prior to public release.

In discharging its oversight responsibility as to the audit process, the Committee obtained from the independent registered public accounting firm a formal written statement describing all relationships between the firm and the Company that might bear on the firm s independence consistent with applicable requirements of the Public Company Accounting Oversight Board (United States) regarding the independent accountant s communications with the audit committee concerning independence, and has discussed with the independent accountant the independent accountant s independence and satisfied itself as to the firm s independence. The Committee also discussed with management, the internal auditors and the independent registered public accounting firm the quality and adequacy of the Company s internal controls and the internal audit function s organization, responsibilities, budget and staffing. The Committee reviewed both with the independent registered public accounting firm and internal auditors, their audit plans, audit scope and identification of audit risks.

The Committee discussed and reviewed with the independent registered public accounting firm all communications required by standards of the Public Company Accounting Oversight Board, including the matters required to be discussed by PCAOB AU 380, *Communication with Audit Committees*, and Rule 2-07, *Communication with Audit Committees*, of Regulation S-X, and, with and without management present, discussed and reviewed the results of the independent registered public accounting firms examination of the financial statements. The Committee also discussed the results of the internal audit examinations.

The Committee reviewed and discussed the audited consolidated financial statements of the Company as of and for the year ended December 31, 2011, and management s assertion on the design and effectiveness of the Company s internal control over financial reporting as of December 31, 2011 with management and the independent registered public accounting firm. Management has the responsibility for the preparation of the Company s consolidated financial statements and their assertion on the design and effectiveness of the Company s internal control over financial reporting and the independent registered public accounting firm has the responsibility for the audits of those consolidated statements and of the effectiveness of internal control over financial reporting.

Based on the above-mentioned review and discussions with management and the independent registered public accounting firm, the Committee recommended to the Board that the Company s audited consolidated financial statements and report on the effectiveness of internal control over financial reporting be included in its Annual Report on Form 10-K for the year ended December 31, 2011, for filing with the Securities and Exchange Commission. The Committee also appointed the independent registered public accounting firm for 2012.

Darryl F. Allen, Chairman

Emerson L. Brumback

Jewell D. Hoover

Marsha C. Williams

PRINCIPAL INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FEES

The following table sets forth the aggregate fees billed to Fifth Third Bancorp for the fiscal years ended December 31, 2011 and December 31, 2010 by the Company's independent registered public accounting firm Deloitte & Touche LLP.

	December 31,	
	2011	2010
Audit Fees	\$ 3,311,070	\$ 3,184,907
Audit-Related Fees ^(a)	682,619	854,383
Tax Fees ^(b)	212,185	218,437
All Other Fees ^(c)	15,300	42,475
	\$ 4,221,174	\$ 4,300,202

- (a) Includes fees for services related to benefit plan audits, common trust fund audits, stand-alone audits of certain businesses, examinations of management's assertion, reports pursuant to Statement on Standards for Attestation Engagements No. 16, loan servicing reports and trust compliance.
- (b) Includes fees for services related to tax compliance and tax consulting and planning. Of these amounts, for 2011 \$92,535 represents fees for tax compliance services and \$119,650 represents fees for tax consulting and planning services and for 2010 \$109,750 represents fees for tax compliance services and \$108,687 represents fees for tax consulting and planning services.
- (c) Includes fees for agreed-upon procedures related to student loans, title insurance company and other compliance requirements, and other permitted advisory services. The Audit Committee has concluded that the provision of these services is compatible with maintaining the principal accountant's independence.

The Audit Committee is responsible for pre-approving all auditing services and permitted non-audit services to be performed by the independent registered public accounting firm, except as described below.

The Audit Committee will establish general guidelines for the permissible scope and nature of any permitted non-audit services in connection with its annual review of the audit plan and will review such guidelines with the Board of Directors. Pre-approval may be granted by action of the full Audit Committee or, in the absence of such Audit Committee action, by the Audit Committee Chair whose action shall be considered to be that of the entire Committee. Pre-approval shall not be required for the provision of non-audit services if (1) the aggregate amount of all such non-audit services constitute no more than 5% of the total amount of fees paid by the Company to the auditors during the fiscal year in which the non-audit services are provided, (2) such services were not recognized by the Company at the time of engagement to be non-audit services, and (3) such services are promptly brought to the attention of the Audit Committee and approved prior to the completion of the audit. No services were provided by Deloitte & Touche LLP during 2011 or 2010 pursuant to this exception.

CERTAIN TRANSACTIONS

The Charter of the Company's Human Capital & Compensation Committee requires that the Human Capital & Compensation Committee pre-approve all related party or affiliate transactions between the Corporation and any of its affiliates, directors, officers and/or employees or in which any of such persons directly or indirectly is interested or benefited, other than for extensions of credit otherwise covered by policies and procedures governed by Federal Reserve Regulation O.

Fifth Third Bancorp has engaged and intends to continue to engage in the lending of money through its subsidiary banks to various of its Directors, Executive Officers and corporations or other entities in which they may own a controlling interest. The loans to such persons (i) were made in the ordinary course of business, (ii) were made on substantially the same terms, including interest rates and collateral, as those prevailing at the time for comparable loans with persons not related to the lender, and (iii) did not involve more than a normal risk of collectibility or did not present other features unfavorable to the Company.

COMPANY PROPOSAL 1:

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

(Item 2 on Proxy Card)

The Audit Committee of the Board of Directors proposes and recommends that the shareholders approve the selection by the Committee of the firm of Deloitte & Touche LLP to serve as its independent registered public accounting firm for the Company for the year 2012. The firm has served as independent auditors for the Bank since 1970 and the Company since 1975. Representatives of Deloitte & Touche LLP will be present at the Annual Meeting to make such comments as they desire and to respond to questions from shareholders of the Company. Action by the shareholders is not required by law in the appointment of an independent registered public accounting firm, but their appointment is submitted by the Audit Committee of the Board of Directors in order to give the shareholders a voice in the designation of auditors. If the resolution approving Deloitte & Touche LLP as the Company's independent registered public accounting firm is rejected by the shareholders then the Committee will reconsider its choice of independent auditors. Even if the resolution is approved, the Audit Committee at its discretion may direct the appointment of different independent auditors at any time during the year if it determines that such a change would be in the best interests of the Company and its shareholders.

Proxies in the form solicited hereby which are returned to the Company will be voted in favor of the resolution unless otherwise instructed by the shareholder. Pursuant to the Company's Code of Regulations, the affirmative vote of a majority of the votes entitled to be cast by the holders of the Company's Common Stock present or represented at the Annual Meeting and entitled to vote is required to approve the appointment of Deloitte & Touche LLP. Abstentions will have the same effect as a vote cast against the proposal. Shares not voted by brokers and other entities holding shares on behalf of beneficial owners will have no effect on the outcome.

THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS RECOMMENDS THE ADOPTION OF THE RESOLUTION.

COMPANY PROPOSAL TO ADOPT MAJORITY VOTING IN THE ELECTION OF DIRECTORS

We are asking our shareholders to approve a proposal to adopt majority voting in the election of directors that our Board of Directors believes is in the best interests of our shareholders and the Company. Company Proposal 2 would implement a majority voting standard for the election of directors in uncontested elections when cumulative voting is not in effect. Under the proposed majority voting standard, each director nominee must receive more FOR votes than AGAINST votes to be elected or re-elected in an uncontested election. Conversely, a nominee who does not receive more FOR votes than AGAINST votes would not be elected. This proposal does not affect your right as a shareholder to select cumulative voting under Ohio law. The Board is proposing this majority voting standard to reinforce the Board's accountability to the interests of a majority of our shareholders and to address the desires expressed by our shareholders in 2010 in approving a majority voting standard but rejecting the elimination of cumulative voting.

Before voting on this Company Proposal, we encourage you to read and consider the proposal as described in detail on the following pages.

COMPANY PROPOSAL 2:

APPROVAL OF AMENDMENTS TO ARTICLES OF INCORPORATION AND CODE OF REGULATIONS TO IMPLEMENT A MAJORITY VOTING STANDARD FOR UNCONTESTED ELECTIONS OF DIRECTORS UNLESS CUMULATIVE VOTING IS IN EFFECT

(Item 3 on Proxy Card)

Under this Company Proposal 2, we are asking our shareholders to approve amendments to our Articles and Regulations to implement a majority voting standard for the election of directors in uncontested elections unless cumulative voting is in effect.

Prior to 2008, Ohio corporations were required under Ohio law to use a plurality voting standard for director elections. Under a plurality voting standard, nominees receiving the greatest number of for votes are elected directors. Votes cast against or withheld from such nominees are given no effect. Therefore, a director nominee can be elected by a plurality without securing a majority of affirmative votes.

Ohio law also gives shareholders the right to select cumulative voting in any election of directors. This right can be eliminated by a company's articles of incorporation. Our Company's Articles do not eliminate cumulative voting. Cumulative voting enables a shareholder to cumulate his/her voting power to give one nominee a number of votes equal to the number of directors to be elected multiplied by the number of shares he/she holds. A shareholder can also distribute his/her cumulated votes among two or more nominees, as he/she sees fit. Cumulative voting gives minority shareholders the ability to elect a nominee that is not supported by a majority of the shareholders.

Effective January 1, 2008, Ohio law was amended to permit Ohio corporations to adopt alternative voting standards for director elections by amending their articles of incorporation. That same year, the Board adopted a policy that requires any director nominee who receives a greater number of votes withheld than for his/her election to tender his/her resignation. Our current policy, Resignation for Majority Withhold Vote, can be found in our Corporate Governance Principles. This policy was a progressive step towards implementing a majority voting standard for uncontested director elections, but we want to do more.

At the 2010 Annual Meeting, on the recommendation of the Board, the Company made two proposals to amend the Articles and Regulations to implement a majority voting standard for uncontested director elections and eliminate cumulative voting. Both proposals had to be approved in order to implement either proposal. The proposal to adopt a majority voting standard was approved but was not implemented because the proposal to remove cumulative voting failed.

Since the 2010 Annual Meeting, the Board has continued to evaluate and monitor the merits, risks, and uncertainties related to a majority voting standard. The Board has looked closely at the voting standards of other public companies incorporated in Ohio and still believes that it is in the best interests of the Company and its shareholders to implement a majority voting standard. Therefore, the Board has authorized, and recommends the shareholders approve, amendments to our Articles and Regulations to adopt a majority voting standard in uncontested elections of directors when cumulative voting is not in effect. Unlike the 2010 Company Proposals, this Company Proposal 2 leaves cumulative voting in place.

Under the proposed majority voting standard, in an uncontested director election, a nominee must receive more for votes than against votes to be elected. An uncontested election generally occurs when the number of director nominees does not exceed the number of directors to be elected. In all director elections other than uncontested elections, which we refer to as contested elections, the plurality voting standard would still apply. This Company Proposal ensures that each vote cast is counted in an uncontested election, regardless of whether it is cast for or against a nominee. Abstentions and broker non-votes are given no effect.

Company Proposal 2 gives our shareholders an increased ability to select the composition of our Board. Additionally, the proposed voting standard ensures that a majority of our shareholders approve of a nominee before he/she is elected to our Board in an uncontested election when cumulative voting is not in effect. If this proposal is adopted, the majority vote standard will apply to all future elections of directors, including any directors elected by the holders of our Series G preferred stock, if their limited right to elect two directors by a class vote is triggered in the future.

In addition, Company Proposal 2 does not alter the right our shareholders have under Ohio law to select cumulative voting in any election of directors, whether or not the election is contested. A shareholder can implement cumulative voting 48 hours prior to an annual meeting by giving proper written notice to the Company. If cumulative voting is selected by one or more shareholders, that election of directors will be determined by plurality voting.

Because any shareholder can implement cumulative voting by giving written notice as late as 48 hours before an annual meeting, there may not be sufficient time to ensure that all shareholders receive notice that cumulative voting is in effect. Therefore, some shareholders who vote by proxy and who do not attend that annual meeting may cast their votes without knowing that cumulative voting has been implemented for that election. If this proposal is adopted, the implementation of cumulative voting by a shareholder would also cause the election of directors to be decided by a plurality voting standard instead of a majority voting standard. Therefore, following the adoption of this proposal, in future annual meetings where cumulative voting has been implemented, some shareholders who vote by proxy and who do not attend that annual meeting may not receive notice that cumulative voting is in effect and may cast their votes without knowing that a plurality voting standard will apply. Accordingly, some of these shareholders may not have an opportunity to change their votes cast in the election of directors even though they may have voted differently had they known that both cumulative voting and a plurality voting standard would be in effect.

As expressed in the 2010 proposals, the Board sees incompatibilities among a majority voting standard and cumulative voting. A majority voting standard ensures directors will only be elected if they are supported by the majority of shareholders while cumulative voting allows a minority of shareholders to defeat the majority's wishes. However, the Board believes these incompatibilities do not outweigh the benefits and accountability provided by a majority voting standard. This Company Proposal is an alternative to the 2010 proposals. It addresses the desires of those shareholders who affirmatively voted to implement a majority voting standard, while accommodating those shareholders who rejected removing cumulative voting.

The Board believes it is important to retain a plurality voting standard in contested elections or when a shareholder has exercised his/her cumulative voting rights. If plurality voting is not retained in contested elections, a vacancy may arise on the Board if a nominee does not receive a majority of for votes cast in his/her

election. Additionally, since more nominees run in a contested election than Board seats available, if majority voting is implemented in a contested election, more nominees could be elected to the Board than seats available. The proposed majority voting standard simply compares the number of for votes with the number of against votes in each director election without consideration for the other elections. Therefore, all of the nominees running could potentially secure a majority of the votes in his/her election.

A plurality voting standard is also necessary if a shareholder exercises his/her cumulative voting rights for many of the same reasons as in a contested election. Additionally, since cumulative voting and majority voting are procedurally and philosophically incompatible, a plurality voting standard is necessary when cumulative voting is in place.

If this Company Proposal 2 is approved by our shareholders and implemented, we will retain our current Resignation for Majority Withhold Vote policy set forth in our Corporate Governance Guidelines. This policy, however, will be amended as necessary to reflect the provisions of this proposal. Under Ohio law and our Regulations, an incumbent director who is not re-elected remains in office until his/her successor is elected and qualified, continuing as a holdover director. Our policy will continue to require an incumbent director who does not receive more votes cast for than against him/her in an uncontested election when cumulative voting is not in effect to tender his or her resignation to the Nominating and Corporate Governance Committee, which will make a recommendation to the Board as to whether or not it should be accepted. The Board will consider the recommendation and decide whether to accept the resignation as discussed in more detail in our Corporate Governance Guidelines.

If the proposed amendments are approved, our Articles and Regulations would be changed as follows to implement a majority voting standard in uncontested elections unless cumulative voting is in effect:

a majority voting standard under Ohio law would be added to our Articles of Incorporation as Article EIGHTH;

Article II, Section 11 and Article III, Section 14 of our Regulations, regarding voting by shareholders, would be amended to modify provisions regarding plurality voting and to add a reference to the applicable voting standards set forth in our Articles of Incorporation;

Article III, Section 12 of our Regulations, regarding resignations of directors, would be amended to provide that resignations of directors tendered subject to acceptance, such as upon a director failing to receive a majority vote in the election of directors, would be effective upon such acceptance.

The actual text of the new Article EIGHTH of our Articles of Incorporation and revised Article II, Section 11, Article III, Section 12, and Article III, Section 14 of our Regulations are attached to this Proxy Statement as Annex 1. Deletions are indicated by strike-outs and additions are indicated by underlining. The description of the proposed amendments to our Articles and Regulations is only a summary of the material terms of those provisions and is qualified by reference to the actual text as set forth in Annex 1. The amendments to the Articles will become effective upon filing with the Secretary of State of Ohio (which is expected to occur promptly following the shareholder vote) and the amendments of the Regulations will become effective at the time of the shareholder vote.

Vote Required and Recommendation of the Board of Directors

The resolutions attached to this proxy statement as Annex 1 will be submitted for adoption at the Annual Meeting. The affirmative vote of (i) the holders of shares of the Common Stock of the Company entitling them to exercise two-thirds of the voting power of such shares and (ii) the holders of the Series G Preferred Stock entitling them to exercise two-thirds of the voting power of such shares, is necessary to adopt the proposed amendment to the Company's Articles. Proxies representing shares of Common Stock and Preferred Stock will be voted in favor of the resolutions unless otherwise instructed by you. Abstentions and shares not voted by

brokers and other entities holding shares on behalf of the beneficial owners will have the same effect as votes cast against the proposed amendment to the Company's Articles. While the related proposed amendments to the Company's Code of Regulations on a stand-alone basis would only require the affirmative vote of the holders of a majority of shares of Common Stock outstanding, such amendment will only be deemed approved upon the affirmative two thirds vote of the Common Stock and the Preferred Stock as described above in this paragraph.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR APPROVAL OF THIS COMPANY PROPOSAL 2 TO AMEND OUR ARTICLES AND REGULATIONS TO IMPLEMENT A MAJORITY VOTING STANDARD FOR UNCONTESTED ELECTIONS OF DIRECTORS UNLESS CUMULATIVE VOTING IS IN EFFECT.

COMPANY PROPOSAL 3:

ADVISORY VOTE ON EXECUTIVE COMPENSATION

(Item 4 on Proxy Card)

As required by Section 14A of the Securities Exchange Act, we are seeking advisory shareholder approval of the compensation of the Named Executive Officers as disclosed in this Proxy Statement. This proposal, commonly known as a Say-on-Pay proposal, gives you as a shareholder the opportunity to endorse or not endorse our executive pay program through the following resolution:

RESOLVED, that the shareholders advise that they approve the compensation of the Company's Named Executive Officers, as disclosed pursuant to the disclosure rules of the Securities and Exchange Commission (which disclosure shall include the Compensation Discussion and Analysis section and the compensation tables and any related material in the Compensation of Named Executive Officers and Directors section of this Proxy Statement for its 2012 Annual Meeting).

Because your vote is advisory, it will not be binding upon the Board. However, the Human Capital and Compensation Committee will take into account the outcome of the vote when considering future executive compensation arrangements.

As discussed in Compensation Discussion and Analysis The Company's Human Capital and Compensation Committee The Committee's Considerations, the Human Capital and Compensation Committee has determined that the compensation structure for Executive Officers is effective and appropriate and has determined that the Company's aggregate 2011 Total Rewards package (and potential payouts in the severance and change-in-control scenarios) for its Named Executive Officers are reasonable and not excessive. Shareholders are encouraged to read the section of this Proxy Statement titled Compensation Discussion and Analysis as well as the tabular disclosure regarding Named Executive Officer compensation together with the accompanying narrative disclosure.

The Company is currently conducting Say-on-Pay advisory votes on an annual basis. The next Say-on-Pay vote is currently scheduled for the 2013 Annual Meeting. However, please see Company Proposal 4 regarding an advisory vote on the frequency of these Say-on-Pay votes.

Vote Required

Pursuant to the Company's Code of Regulations, the affirmative vote of a majority of the votes entitled to be cast by the holders of the Company's Common Stock present or represented at the Annual Meeting and entitled to vote is required to approve this advisory proposal. Proxies received by the Company and not revoked prior to or at the Annual Meeting will be voted in favor of this non-binding advisory proposal unless otherwise instructed by the shareholder. Abstentions, and shares not voted by shareholders of record present or represented at the Annual Meeting and entitled to vote, will have the same effect as a vote cast against the advisory proposal. Shares not voted by brokers and other entities holding shares on behalf of beneficial owners will have no effect on the outcome.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR ADVISORY APPROVAL OF THE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS AS DISCLOSED PURSUANT TO THE DISCLOSURE RULES OF THE SECURITIES AND EXCHANGE COMMISSION

COMPANY PROPOSAL 4:

ADVISORY VOTE ON FREQUENCY OF VOTES ON EXECUTIVE COMPENSATION

(Item 5 on Proxy Card)

As required by Section 14A of the Securities Exchange Act, we are seeking advisory shareholder approval of the frequency of shareholder votes on compensation of the named executive officers through the following resolution:

RESOLVED, that the shareholders advise that an advisory resolution with respect to executive compensation should be presented to the shareholders every one, two or three years as reflected by their votes for each of these alternatives in connection with this resolution.

In voting on this resolution, you should mark your proxy for one, two or three years based on your preference as to the frequency with which an advisory vote on executive compensation should be held. If you have no preference you should abstain.

The Board believes that emerging corporate practices and governance trends favor an annual advisory vote and has determined to hold an annual advisory vote. This would give shareholders the opportunity to react promptly to emerging trends in compensation, and the Board and the Human Capital and Compensation Committee the opportunity to evaluate compensation decisions in light of yearly feedback from shareholders.

Because your vote is advisory, it will not be binding upon the Board. However, the Board will take into account the outcome of the vote when considering the frequency of advisory shareholder approval of the compensation of named executive officers.

Although we are only required to conduct an advisory vote on the frequency of votes on executive compensation every six years, we believe that holding an annual vote will allow the shareholders and our Board to promptly consider this frequency as emerging corporate practices and governance trends develop.

Vote Required

Pursuant to the Company's Code of Regulations, the affirmative vote of a majority of the votes entitled to be cast by the holders of the Company's Common Stock present or represented at the Annual Meeting and entitled to vote is required to approve one of the selections under this advisory proposal. Proxies received by the Company and not revoked prior to or at the Annual Meeting will be voted in favor of every 1 year unless otherwise instructed by the shareholder. Abstentions, and shares not voted by shareholders of record present or represented at the Annual Meeting and entitled to vote, will have the same effect as a vote cast against the advisory proposal. Shares not voted by brokers and other entities holding shares on behalf of beneficial owners will have no effect on the outcome.

THE BOARD OF DIRECTORS RECOMMENDS HOLDING AN ADVISORY VOTE FOR THE APPROVAL OF THE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS EVERY 1 YEAR

2013 SHAREHOLDER PROPOSALS

In order for shareholder proposals for the 2013 Annual Meeting of Shareholders to be eligible for inclusion in the Company's Proxy Statement, they must be received by the Company prior to November 8, 2012 at the following address or facsimile number:

Fifth Third Bancorp
38 Fountain Square Plaza
MD10AT76
Cincinnati, Ohio 45263
Attn: Corporate Secretary
Facsimile: (513) 534-6757

Any shareholder who intends to propose any other matter to be acted upon at the 2013 Annual Meeting of Shareholders (but not include such proposal in the Company's Proxy Statement) must inform the Company no later than January 22, 2013. If notice is not provided by that date, the persons named in the Company's proxy for the 2013 Annual Meeting will be allowed to exercise their discretionary authority to vote upon any such proposal without the matter having been discussed in the proxy statement for the 2013 Annual Meeting.

OTHER BUSINESS

The Board of Directors does not know of any other business to be presented to the Annual Meeting and does not intend to bring other matters before the Annual Meeting. However, if any other matters properly come before the Annual Meeting, it is intended that the persons named in the Proxy will vote thereon according to their best judgment and interest of the Company. No other shareholder has informed the Company of any intention to propose any other matter to be acted upon at the Annual Meeting. Accordingly, the persons named in the accompanying Proxy are allowed to exercise their discretionary authority to vote upon any such proposal without the matter having been discussed in this Proxy Statement.

Shareholders of record who have the same address and last name and have not previously requested electronic delivery of proxy materials will receive a single envelope containing the Notices or the Proxy Statement and Proxy Card for all shareholders having that address. The Notice or Proxy Card for each shareholder will include that shareholder's unique control number needed to vote his or her shares. This procedure reduces our printing costs and postage fees. If, in the future, you do not wish to participate in householding and prefer to receive your Notice or Proxy Statement in a separate envelope, please call us toll-free at 1-800-859-8508 in the U.S., or inform us in writing at: Fifth Third Bancorp, c/o D.F. King & Co., Inc., 48 Wall Street 22nd Floor, New York, NY 10005, or by email at FITB@dfking.com. We will respond promptly to such requests.

For those shareholders who have the same address and last name and who request to receive a printed copy of the proxy materials by mail, we will send only one copy of such materials to each address unless one or more of those shareholders notifies us, in the same manner described above, that they wish to receive a printed copy for each shareholder at that address.

Beneficial shareholders can request information about householding from their banks, brokers or other holders of record.

A copy of the Company's Annual Report on Form 10-K for the most recent fiscal year, as filed with the Securities and Exchange Commission, not including exhibits, will be mailed without charge to shareholders upon written request. Requests should be addressed to Paul L. Reynolds, Secretary, Fifth Third Bancorp, Fifth Third Center, MD 10AT76, Cincinnati, Ohio 45263. The Form 10-K includes certain listed exhibits, which will be provided upon payment of a fee covering the Company's reasonable expenses.

By order of the Board of Directors

Paul L. Reynolds

Secretary

New or amended language is indicated by underlining

Proposed Amendments to Articles of Incorporation

EIGHTH: At each meeting of stockholders for the election of directors, each nominee who receives a majority of the votes cast with respect to his/her election shall be elected as a director; provided, however, that if the election is contested or cumulative voting is in effect pursuant to Section 1701.55 of the Ohio Revised Code, then the nominees receiving the greatest number of votes for his/her election shall be elected. For purposes of this Article EIGHTH, a majority of votes cast means that the number of shares voted for a director's election must exceed the number of shares voted against his/her election, with abstentions and broker non-votes being disregarded. An election shall be considered contested if the number of nominees exceeds the number of directors to be elected by the class(es) of shares eligible to vote in such election.

EIGHTH/NINTH: These Amended Articles of Incorporation supersede and take the place of the existing Amended Articles of Incorporation.

Proposed Amendments to Code of Regulations

Article II

Section 11. **Vote of Stockholder.** Except as otherwise permitted by law or by the Articles of Incorporation all action by stockholders shall be taken at a stockholders' meeting. Every stockholder of record as determined pursuant to Section 8 of this Article II and who is entitled to vote, shall be entitled by every meeting of the stockholders to one vote for every share of stock standing in his name on the books of the Corporation. Every stockholder entitled to vote shall have the right to vote in person or by proxy duly appointed by an instrument in writing subscribed by such stockholder or a verifiable communication authorized by such stockholder and executed or authorized not more than eleven (11) months prior to the meeting, unless the instrument or verifiable communication provides for a longer period. Any transmission that creates a record capable of authentication, including, but not limited to, a telegram, a cablegram, electronic mail, or an electronic, telephonic, or other transmission, that appears to have been transmitted by a stockholder entitled to vote, and that appoints a proxy is sufficient verifiable communication to appoint a proxy. A photographic, photostatic, facsimile transmission, or equivalent reproduction of a writing that is signed by a stockholder entitled to vote and that appoints a proxy is a sufficient writing to appoint a proxy. Except as otherwise provided by law or by the Articles of Incorporation, no vote on any question upon which a vote of the stockholders may be taken need be by ballot unless the chairman of the meeting shall determine that it shall be by ballot or the holders of a majority of the shares of stock present in person or by proxy and entitled to participate in such vote shall so demand. In a vote by ballot each ballot shall state the number of shares voted and name of the stockholder or proxy voting. All elections of directors shall be by a plurality vote unless notice demand cumulative voting has been presented to the Corporation as provided in Section 1701.55 of the Ohio Revised Code and in such event the Directors shall be elected by cumulative voting as provided in such section, and vote of the stockholders entitled to vote thereon as specified in Article Eighth of the Corporation's Articles of Incorporation, as may be amended from time to time, except as otherwise provided by law, by the Articles of Incorporation or by Section 14 of Article III hereof, ~~all~~ All other elections and all questions shall be decided by the vote of the holders of a majority of the shares of stock present in person or by proxy at the meeting and entitled to vote ~~in the election or~~ on the question.

Article III

Section 12. **Resignations.** Any director may resign at any time either by oral tender of resignation at any meeting of the Board of Directors or by such tender to the Chairman of the Board or the President or by giving

written notice thereof to the Corporation. Any resignation shall be effective immediately, unless ~~a date certain is otherwise~~ specified therein for it to take effect ~~and acceptance~~. Acceptance of any resignation shall not be necessary to make it effective, ~~irrespective of whether the~~ unless such resignation is tendered expressly subject to ~~such~~ acceptance.

Section 14. **Filling of Vacancies Not Caused by Removal.** Except as otherwise provided by law or except as otherwise provided by the Articles of Incorporation, in case of any increase in the number of directors, or of any vacancy created by death, resignation or otherwise, the additional director or directors may be elected, or, as the case may be, the vacancy or vacancies may be filled either (a) by the Board of Directors at any meeting by affirmative vote of a majority of the remaining directors though the remaining directors be less than the quorum provided for by this Article III, or (b) by the ~~holders vote of Common Stock of the Corporation~~ stockholders entitled to vote thereon, either at an annual meeting of stockholders or at a special meeting of such holders called for the purpose, as specified in Article Eighth of the Corporation's Articles of Incorporation, as may be amended from time to time. The directors so chosen shall hold office until the next annual meeting of stockholders and until their successors are elected and qualify.

REGULATIONS FOR CONDUCT AT THE APRIL 17, 2012 ANNUAL MEETING**OF SHAREHOLDERS OF FIFTH THIRD BANCORP**

We welcome you to the 2012 Annual Meeting of Shareholders of Fifth Third Bancorp. In order to provide a fair and informative Meeting, we ask you to honor the following regulations for the Meeting. The business of the Meeting will be taken up as set forth in the Agenda attached to these Regulations. Annual Meetings are business meetings, and they can be effective only if conducted in an orderly, business-like manner. Strict rules of parliamentary procedure will not be followed. The Chairman of the Meeting will control the meeting and make any required procedural rulings. Please follow the instructions of the Chairman. Thank you for your cooperation.

1. **ELECTION OF DIRECTORS**. Every shareholder having the right to vote shall be entitled to vote in person or by proxy. Each shareholder of record shall be entitled to one vote for each share of common stock registered in his name on the books of the Company. All elections shall be determined by a plurality vote. The Company has, however, adopted provisions of its Corporate Governance Guidelines stating that, as long as cumulative voting is not in effect, in an uncontested election of Directors (i.e., an election where the only nominees are those recommended by the Board of Directors), any nominee for Director who receives a greater number of votes withheld from his or her election than votes for his or her election will promptly tender his or her resignation to the Chairman of the Board following certification of the shareholder vote. The Nominating and Corporate Governance Committee will promptly consider the tendered resignation and will recommend to the Board whether to accept or reject the tendered resignation no later than 60 days following the date of the shareholders meeting at which the election occurred. In considering whether to accept or reject the tendered resignation, the Nominating and Corporate Governance Committee will consider factors deemed relevant by the Committee members including, without limitation, the Director's length of service, the Director's particular qualifications and contributions to Fifth Third, the reasons underlying the majority withheld vote (if known) and whether these reasons can be cured, and compliance with stock exchange listing standards and the Corporate Governance Guidelines. The Board will act on the Nominating and Corporate Governance Committee's recommendation no later than 90 days following the date of the shareholders meeting at which the election occurred. In considering the Nominating and Corporate Governance Committee's recommendation, the Board will consider the factors considered by the Committee and such additional information and factors the Board believes to be relevant.

2. **VOTING**. Every shareholder having the right to vote shall be entitled to vote in person or by proxy at the Meeting. If you have already voted by proxy, there is no need to vote by ballot, unless you wish to change your vote. The polls shall be opened immediately after completion of the nominations, and shall remain open until closed by the Chairman. After the closing of the polls, no further voting shall be permitted and no further proxies, ballots or evidence shall be accepted by the Inspectors of Election. Except as otherwise stated in the proxy materials for this Meeting or as required by Ohio law, each matter brought before this Meeting for a vote shall require the affirmative vote of a majority of the votes entitled to be cast by the holders of the Company's common stock at this Meeting and entitled to vote on such matter.

3. **ITEMS OF BUSINESS; SHAREHOLDER PROPOSALS THREE MINUTE LIMIT**. The items of business listed on the accompanying Agenda are expected to be properly introduced at the Meeting and taken up in the order set forth in the Agenda. Additional matters may be proposed by shareholders of record in accordance with the federal securities laws, the Ohio Revised Code and these Regulations. The Chairman will not entertain any proposals that are inconsistent with Ohio law or that relate to activities that have been delegated to the Company's Board of Directors by the authority of Ohio law. Shareholder proposals will be entertained in the following order: first, any proposals of which the Company was informed prior to the commencement of this Meeting; and then, any other proposals properly made in accordance with these Regulations. Each proposing shareholder will be allotted three minutes in which to present the proposal and any desired remarks in support thereof. Properly introduced motions need not be seconded in order to be considered by the shareholders at this Meeting.

4. QUESTIONS/STATEMENTS BY SHAREHOLDERS ONE MINUTE LIMIT. To make a proposal or to speak at the Meeting you must be either a shareholder of record as of February 29, 2012 or a person named in a proxy given by such a shareholder. No other persons will be permitted to make a proposal or to speak at the Meeting. There will be one period for questions and statements by shareholders as set forth on the Agenda attached to these Regulations.

In order that we may give as many shareholders as possible the opportunity to speak, remarks and questions will be limited to one minute per shareholder. You must restrict yourself to one comment or question at a time so that others may have an opportunity to be heard. Each shareholder may have only one turn to speak until all shareholders who wish to speak have had the opportunity to do so- additional turns may be allowed as time permits.

If you wish to speak, please raise your hand and wait until you are recognized. Please do not address the Meeting until recognized by the Chairman. When you are recognized, please state your name, place of residence, and whether you are a Fifth Third shareholder or a holder of a shareholder proxy, and, in the latter case, identify the shareholder on whose behalf you are speaking. All questions should be directed to the Chairman, who may call on other persons to respond or further direct questions when appropriate.

If you have a matter of individual concern which is not an appropriate subject for general discussion, please defer discussion until after the Meeting at which time officers of the Company will be available. The Chairman will stop discussions which are repetitive, derogatory, over the time limit, irrelevant to the business of the Company or the items on the Agenda for the Meeting, related to pending or threatened litigation, regulatory proceedings or similar actions or otherwise inappropriate. Derogatory references to personalities, comments that are in bad taste, the airing of personal grievances, the injection of irrelevant controversy, personal attacks, refusal to follow these Regulations or interference with any speaker will not be permitted and will be a basis for silencing or removal from the Meeting.

5. MISCELLANEOUS. No recording devices, cellular telephones, photographic equipment or bullhorns will be permitted into the Meeting. No written materials may be distributed by any person at or in physical proximity to the Meeting. The Chairman of the Meeting shall have the power to silence or have removed any person in order to ensure the orderly conduct of the Meeting.

6. ADMINISTRATION AND INTERPRETATION. The Chairman of the Meeting has sole authority to preside over the Meeting and make any and all determinations with respect to the conduct of the Meeting, including, without limitation, the administration and interpretation of these regulations and procedures. The Chairman also has sole authority to create such additional regulations and procedures and to waive full or partial compliance with any regulation or procedure as the Chairman reasonably determines. Any action taken by the Chairman at the Meeting will be final, conclusive and binding on all persons. The Secretary of the Company shall act as secretary of the Meeting.

THANK YOU FOR YOUR COOPERATION AND ENJOY THE MEETING.

Annual Meeting of Shareholders

APRIL 17, 2012

AGENDA

Call to Order

Introductions

Approval of 2011 Minutes

Nomination and Election of Directors

Ratification of Auditors

Approval of Amendments to Articles of Incorporation and Code of Regulations

Approval of executive compensation

Determination of frequency of votes on executive compensation

Presentation of 2011 Results

Question and Answer Session

Announcement of Voting Results on all matters presented

Adjournment

38 Fountain Square Plaza

Cincinnati, Ohio 45263

(800) 972-3030

VOTE BY INTERNET

WWW.CESVOTE.COM

Use the Internet to submit your proxy until 11:00 a.m., Eastern time, on the morning of the Annual Meeting, April 17, 2012. Have your proxy card in hand when you access the website listed above and follow the instructions provided.

VOTE BY TELEPHONE

1-888-693-8683

Use any touch-tone telephone to submit your proxy until 11:00 a.m., Eastern time, on the morning of the Annual Meeting, April 17, 2012. Have your proxy card in hand when you call and follow the instructions provided.

VOTE BY MAIL

Please mark, sign, date and promptly mail your proxy card using the **postage-paid envelope** provided or return your proxy card to: Fifth Third Bancorp, c/o Corporate Election Services, PO Box 3230, Pittsburgh PA 15230 to ensure that your vote is received prior to the Annual Meeting on April 17, 2012.

Vote by Telephone

Vote by Internet

Vote by Mail

Call Toll-Free using a

Access the Website and

Sign and return your proxy

touch-tone telephone:

submit your proxy:

in the postage-paid

1-888-693-8683

www.cesvote.com

envelope provided.

NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIAL:

The Notice of meeting, proxy statement and proxy card are available at www.ViewMaterial.com/fitb

Control Number è

IF YOU HAVE NOT VOTED VIA THE INTERNET OR TELEPHONE, DETACH ALONG THE PERFORATION,

ê MARK, SIGN, DATE AND RETURN THE BOTTOM PORTION USING THE ENCLOSED ENVELOPE. ê

FIFTH THIRD BANCORP

ANNUAL MEETING PROXY CARD

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS.

The undersigned hereby appoints William M. Isaac, Kevin T. Kabat and Mitchel D. Livingston, Ph.D., and each of them, with full power of substitution and power to act alone, as proxies to vote all shares of stock of FIFTH THIRD BANCORP which the undersigned would be entitled to vote if personally present and acting at the Annual Meeting of the Shareholders of Fifth Third Bancorp, to be held April 17, 2012 at the Hyatt Regency Cincinnati, Regency Ballroom, 151 West 5th Street, Cincinnati, Ohio, and at any adjournments or postponements thereof.

In their discretion, the PROXIES are authorized to vote upon such other business as may properly come before the meeting. This PROXY when executed will be voted in the manner directed herein by the undersigned SHAREHOLDER(S). **If no direction is made, this PROXY will be voted FOR Items 1, 2, 3 and 4 and 1 Year on Item 5.**

_____, 2012
Shareholder Sign Here Date

_____, 2012
Shareholder (Joint Owner) Sign Here Date

Please sign exactly as name appears on this proxy card. If shares are held jointly, each holder should sign. When signing as attorney, executor, administrator, corporation, trustee, guardian or custodian, please give full title as such. If a corporation, please sign in full corporate name by President or other authorized officer. If a partnership, please sign in partnership name by authorized person.

Annual Meeting of Shareholders of

FIFTH THIRD BANCORP

Hyatt Regency Cincinnati, Regency Ballroom

151 West 5th Street, Cincinnati, Ohio, at 11:30 a.m., E.D.S.T., April 17, 2012.

**Upon arrival, please present this
admission ticket and photo identification
at the registration desk.**

Please tear off this Admission Ticket. If you plan to attend the Annual Meeting of shareholders, you will need this ticket to gain entrance to the meeting. This ticket is valid to admit the shareholder to the Annual Meeting.

The Annual Meeting of shareholders will be held at the following address:

Hyatt Regency Cincinnati, Regency Ballroom, 151 West 5th Street, Cincinnati, Ohio,

at 11:30 a.m., E.D.S.T., April 17, 2012. You must present this ticket

to gain admission to the meeting. You should send in your proxy

or vote electronically even if you plan to attend the meeting.

IF YOU HAVE NOT VOTED VIA THE INTERNET OR TELEPHONE, DETACH ALONG THE PERFORATION,

è MARK, SIGN, DATE AND RETURN THE BOTTOM PORTION USING THE ENCLOSED ENVELOPE. è

The Board of Directors recommends a vote FOR the election of Directors, FOR Items 2, 3 and 4 and 1 YEAR on Item 5.

1. Election of all members of the Board of Directors to serve until the Annual Meeting of Shareholders in 2013:

Nominees:

(01) Darryl F. Allen	(02) B. Evan Bayh III	(03) Ulysses L. Bridgeman, Jr.	(04) Emerson L. Brumback
(05) James P. Hackett	(06) Gary R. Heminger	(07) Jewell D. Hoover	(08) William M. Isaac
(09) Kevin T. Kabat	(10) Mitchel D. Livingston, Ph.D.	(11) Michael B. McCallister	(12) Hendrik G. Meijer
(13) John J. Schiff, Jr.	(14) Marsha C. Williams		

“ **FOR** all nominees listed above

“ **WITHHOLD AUTHORITY**

(except as marked to the contrary below)

to vote for all nominees listed above

INSTRUCTION: To withhold authority to vote for any individual nominee, write that nominee's name on the following line.

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2. Approval of the appointment of the firm of Deloitte & Touche LLP to serve as the independent registered public accounting firm for the Company for the year 2012.

FOR **AGAINST** **ABSTAIN**

3. The proposal described in the proxy statement to amend the Articles of Incorporation and Code of Regulations to provide for a majority voting standard for uncontested elections of directors unless cumulative voting is in effect. The proposed amendments are attached as Annex 1 to the Proxy Statement and are incorporated therein by reference.

FOR **AGAINST** **ABSTAIN**

4. An advisory vote to approve the compensation of the Company's executives.

FOR **AGAINST** **ABSTAIN**

5. An advisory vote to determine whether the shareholder vote on the compensation of the Company's executives will occur every 1, 2, or 3 years.

1 YEAR **2 YEARS** **3 YEARS** **ABSTAIN**

(Continued, and please sign on reverse side.)