

FIFTH THIRD BANCORP  
 Form 3  
 December 23, 2015

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Koporc Randolph		(Month/Day/Year)	FIFTH THIRD BANCORP [FITB]	
(Last)	(First)	12/15/2015		
38 FOUNTAIN SQUARE PLAZA, MD10AT76		4. Relationship of Reporting Person(s) to Issuer		5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)		(Check all applicable)		
CINCINNATI, OH 45263		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below)    (specify below) Executive Vice President		6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
(City)	(State)	(Zip)		

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	32,013 <sup>(1)</sup>	D	

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Title			

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		Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Stock Appreciation Right	04/19/2011 <sup>(2)</sup>	04/19/2021	Common Stock	19,048	\$ 13.36	D	Â
Stock Appreciation Right	04/17/2012 <sup>(2)</sup>	04/17/2022	Common Stock	27,778	\$ 14.36	D	Â
Stock Appreciation Right	04/16/2013 <sup>(2)</sup>	04/16/2023	Common Stock	25,768	\$ 16.15	D	Â
Stock Appreciation Right	04/15/2014 <sup>(2)</sup>	04/15/2024	Common Stock	9,648	\$ 21.63	D	Â
Stock Appreciation Right	02/11/2015 <sup>(2)</sup>	02/11/2025	Common Stock	5,535	\$ 18.78	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Koporc Randolph 38 FOUNTAIN SQUARE PLAZA MD10AT76 CINCINNATI, OH 45263	Â	Â	Â Executive Vice President	Â

## Signatures

H. Samuel Lind, as Attorney-in-Fact for Randolph Koporc 12/23/2015

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Includes 15,040 shares of restricted stock subject to vesting granted pursuant to the Fifth Third Bancorp Incentive Compensation Plan.
- (2) Indicates grant date. Stock appreciation rights are exercisable as follows: 25% one year from grant date, 50% two years from grant date, 75% three years from grant date, and 100% four years from grant date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.