

FIFTH THIRD BANCORP  
Form 4  
January 11, 2007

**FORM 4**

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

OMB APPROVAL

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**STATEMENT OF CHANGES IN 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 \*  
SCHAEFER GEORGE A JR

(Last) (First) (Middle)

38 FOUNTAIN SQUARE PLAZA

(Street)

CINCINNATI, OH 45263

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
FIFTH THIRD BANCORP [FITB]

3. Date of Earliest Transaction (Month/Day/Year)  
01/09/2007

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
President & CEO

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock	01/09/2007	01/10/2007	J <sup>(1)(2)</sup>	15,056 D <u>(1)</u> 17,994	I	by Trusts <u>(2)</u>	
Common Stock	01/09/2007	01/10/2007	J <sup>(1)(2)</sup>	15,056 A <u>(1)</u> 906,004.1805	D		
Common Stock	01/09/2007	01/10/2007	J <sup>(1)(3)</sup>	15,056 D <u>(1)</u> 17,994	I	by Trusts <u>(3)</u>	
Common Stock	01/09/2007	01/10/2007	J <sup>(1)(3)</sup>	15,056 A <u>(1)</u> 83,058	I	by Spouse	
Common Stock					1,730.8565	I	by 401(K)
					240,000	I	by FLP <u>(4)</u>



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- (3) Transfer from various GRATs of which the Reporting person's spouse is a beneficiary.
- (4) A family limited partnership of which the reporting person and his spouse are the only partners.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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