

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>CINCINNATI FINANCIAL CORP</u> (Last) (First) (Middle) <u>P.O. BOX 145496</u> (Street) <u>CINCINNATI OH 45250</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>FIFTH THIRD BANCORP [FITB]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>07/22/2008</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
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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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Security	07/22/2008		S		35,000,000	D	\$13.759	32,280,560	I	See Footnote ⁽¹⁾

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

1. See Exhibit 99.1.

/s/Steven J. Johnston, FCAS, 07/24/2008
MAAA, CFA

** Signature of Reporting Person Date

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

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

In accordance with Securities and Exchange Commission Release No. 34-39538 (January 12, 1998), this Form 4 is being filed by Cincinnati Financial Corporation (the "Company"), an Ohio insurance and investment company, on behalf of its subsidiaries to the extent that they hold shares of common stock of Fifth Third Bancorp (the "Bank"), an Ohio banking corporation. The address of the principal business and office of the Company is 6200 South Gilmore Road, Fairfield, Ohio 45014-5141.

The Company owns 100 percent of its four subsidiaries: The Cincinnati Insurance Company, an Ohio insurance corporation; CSU Producer Resources Inc., a wholly owned insurance brokerage company, CFC Investment Company, an Ohio investment corporation; and CinFin Capital Management Company, an Ohio investment corporation. The Cincinnati Insurance Company, in turn, owns 100 percent of four smaller insurance subsidiaries, three of which are Ohio insurance corporations: The Cincinnati Casualty Company; The Cincinnati Indemnity Company and The Cincinnati Life Insurance Company. The fourth insurance subsidiary, The Cincinnati Specialty Underwriters Company, is a Delaware corporation. The address and principal business location of each of the Company's subsidiaries is 6200 South Gilmore Road, Fairfield, Ohio 45014-5141.

Cincinnati Financial Corporation directly owns 27,183,604 shares of the common stock of Fifth Third Bancorp. Through its subsidiaries prior to the reported transaction, the Company owned an additional 40,096,956 shares for a total of 67,280,560 shares of the Bank's common stock, or 11.67 percent of the entire class. Individually, the subsidiaries owned the following quantities of the Bank's common stock: The Cincinnati Insurance Company directly owned 36,336,352 shares; The Cincinnati Casualty Company owned 1,419,979 shares; The Cincinnati Life Insurance Company owned 1,036,125 shares, The Cincinnati Specialty Underwriters Company owned 1,300,000 and CinFin Capital Management Company owned 4,500 shares. CSU Producer Resources Inc. owns no shares. None of the subsidiaries individually are 10 percent beneficial owners of the Bank's common stock.

A total of 90,000 shares owned by the Cincinnati Financial Corporation Retirement Plan Trust are excluded from the reported ownership because the Company has no pecuniary interest in such shares within the meaning of SEC Rule 16a-1.

The 35,000,000 shares being disposed of by the Company in this reported transaction consist solely of shares owned directly by The Cincinnati Insurance Company. Following the transaction, the Company will beneficially own 32,280,560 shares of the Bank's common stock, or 5.59 percent of the class, including 27,183,604 shares owned directly by the Company and 1,336,352 shares owned directly by The Cincinnati Insurance Company. The quantities of the Bank's common stock owned by the Company's other subsidiaries, as noted above, remain unchanged.

¹ Cincinnati Financial Corporation Retirement Plan Trust is an employee benefit plan/pension fund subject to the provisions of the Employee Retirement Income Security Act of 1947.