

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

OMB APPROVAL	
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1. Name and Address of Reporting Person* <u>CINCINNATI FINANCIAL CORP</u>  (Last) (First) (Middle) <u>6200 SOUTH GILMORE ROAD</u>  (Street) <u>CINCINNATI OH 45014-5141</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>10/24/2007</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	10/24/2007		S		5,500,000	D	\$29.5	67,280,560	I	See Footnote <sup>(1)</sup>

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	Title	Amount or Number of Shares				

Explanation of Responses:

1. See Exhibit 99.1.

/s/Kenneth W. Stecher

10/25/2007

\*\* 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, all of which are Ohio insurance corporations: The Cincinnati Casualty Company; The Cincinnati Indemnity Company; The Cincinnati Specialty Underwriters Company and The Cincinnati Life Insurance Company. 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, the Company owns an additional 45,686,956 shares for a total of 72,870,560 shares of the Bank's common stock, or 13.68 percent of the entire class. Individually, the subsidiaries own the following quantities of the Bank's common stock: The Cincinnati Insurance Company directly owns 43,136,352 shares; The Cincinnati Casualty Company owns 1,419,979 shares; The Cincinnati Life Insurance Company owns 1,036,125 shares; Cincinnati Financial Corporation Retirement Plan Trust<sup>1</sup> owns 90,000 shares; and CinFin Capital Management Company owns 4,500 shares. CSU Producer Resources, Inc. and The Cincinnati Specialty Underwriters Company own no shares. None of the subsidiaries individually are 10 percent beneficial owners of the Bank's common stock.

The 5,500,000 shares being disposed of by the Company in this reported transaction consist of no shares owned directly by the Company and 5,500,000 shares owned directly by The Cincinnati Insurance Company. Following the transaction, the Company will beneficially own 67,370,560 shares of the Bank's common stock, or 12.65 percent of the class, including 27,183,604 shares owned directly by the Company and 37,636,352 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.

<sup>1</sup> 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.