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FIFTH THIRD BANCORP  
Form 13F-HR  
May 15, 2013

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

FORM 13F

FORM 13F COVER PAGE

Report for the Quarter Ended: March 31, 2013

Check here if Amendment ; Amendment Number:   
This Amendment (Check only one):  is a restatement.  
 adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: Fifth Third Bancorp  
Address: 38 Fountain Square Plaza  
Cincinnati, Ohio 45263

13F File Number - #28-03158

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person signing this Report on Behalf of Reporting Manager:

Name: Richard W. Holmes, Jr.  
Title: Counsel  
Phone: 513-534-6030  
Signature, Place, and Date of Signing:

/s/ Richard W. Holmes, Jr.	Cincinnati, Ohio	May 15, 2013
-----	-----	-----
[Signature]	[City, State]	[Date]

Report Type (Check only one):

- 13F HOLDINGS REPORT  
 13F NOTICE  
 13F COMBINATION REPORT

List of Other Managers Reporting for this Manager:

Name and Management numbers of All Institutional Investment Managers with respect to which this schedule is filed (other than the one filing this report).

13 F File Number: Name:  
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28-539  
28-10115

Fifth Third Bank  
Fifth Third Asset Management, Inc.

Form 13F Summary Page

Report Summary:

Number of Other Included Managers: 2

Form 13F Information Table Entry Total: 2,270

Form 13F Information Table Value Total (x\$1000): 9,660,574

List of Other Included Managers:

No.	13F File No.	Name
5	28-539	Fifth Third Bank
85	28-10115	Fifth Third Asset Management, Inc.

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			NAME OF REPORTING MANAGER:	FIFTH THIRD BANCORP	VALUE	SHARES/	SH/	PUT/	INVSTMT	
NAME OF ISSUER			TITLE OF CLASS	CUSIP	(X\$1000)	PRN	AMT	CALL	DSCRETN	O
DEUTSCHE BANK AG			NAMEN AKT	D18190898	302	7708	SH		DEFINED	5
					302	7708				
AMDOCS LTD			ORD	G02602103	911	25124	SH		DEFINED	5
					911	25124				
AON PLC			SHS CL A	G0408V102	509	8269	SH		DEFINED	5
					509	8269				
ARCOS DORADOS HOLDINGS INC			SHS CLASS -A -	G0457F107	8	630	SH		DEFINED	5
					8	630				
ASPEN INSURANCE HOLDINGS LTD			SHS	G05384105	249	6457	SH		DEFINED	5
					249	6457				

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ASSURED GUARANTY LTD	COM	G0585R106	42	2028	SH	DEFINED	5
			-----	-----			
			42	2028			
ATLAS FINANCIAL HOLDINGS INC	SHS NEW	G06207115	57	9292	SH	DEFINED	5
			-----	-----			
			57	9292			
AXIS CAPITAL HOLDINGS INV	SHS	G0692U109	2181	52394	SH	DEFINED	5
			-----	-----			
			2181	52394			
ENERGY XXI (BERMUDA) LTD	USD UNRS SHS	G10082140	5	200	SH	DEFINED	5
			-----	-----			
			5	200			
ACCENTURE PLC IRELAND	SHS CLASS A	G1151C101	40241	529700	SH	DEFINED	5
			-----	-----			
			40241	529700			
BROOKFIELD INFRAST PARTNERS	LP INT UNIT	G16252101	38	1000	SH	DEFINED	5
			-----	-----			
			38	1000			

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				NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP						
NAME OF ISSUER			TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PUT/ PRN CALL	INVSTMT DSCRETN	O MA	
-----			-----	-----	-----	-----	-----	-----	-----	
BUNGE LIMITED			COM	G16962105	1352	18313	SH	DEFINED	5	
					-----	-----				
					1352	18313				
CENTRAL EUROPEAN MEDIA ENTRP			CL A NEW	G20045202	17	4018	SH	DEFINED	5	
					-----	-----				
					17	4018				
CREDICORP LTD			COM	G2519Y108	4	23	SH	DEFINED	5	
					-----	-----				
					4	23				
COSAN LTD			SHS A	G25343107	6	300	SH	DEFINED	5	
					-----	-----				
					6	300				
COVIDIEN PLC			SHS	G2554F113	7039	103760	SH	DEFINED	5	
					-----	-----				
					7039	103760				
DELPHI AUTOMOTIVE PLC			SHS	G27823106	483	10872	SH	DEFINED	5	
					-----	-----				
					483	10872				
EATON CORP PLC			SHS	G29183103	16632	271540	SH	DEFINED	5	
					-----	-----				

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			16632	271540		
ENDURANCE SPECIALTY HLDGS LT	SHS	G30397106	983	20564	SH	DEFINED 5
			-----	-----		
			983	20564		
ENSCO PLC	SHS CLASS A	G3157S106	3469	57812	SH	DEFINED 5
			-----	-----		
			3469	57812		
EVEREST RE GROUP LTD	COM	G3223R108	3	26	SH	DEFINED 5
			-----	-----		
			3	26		
FRESH DEL MONTE PRODUCE INC	ORD	G36738105	254	9415	SH	DEFINED 5
			-----	-----		
			254	9415		

			FORM 13F				
PAGE	3 OF	207	NAME OF REPORTING MANAGER:FIFTH THIRD BANCORP				
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PUT/ PRN CALL	INVSTMT DSCRETN	O MA
-----	-----	-----	-----	-----	-----	-----	-----
FREESCALE SEMICONDUCTOR LTD	SHS	G3727Q101	51	3402	SH	DEFINED 5	
			-----	-----			
			51	3402			
GENPACT LIMITED	SHS	G3922B107	18	1000	SH	DEFINED 5	
			-----	-----			
			18	1000			
HELEN OF TROY CORP LTD	COM	G4388N106	27	700	SH	DEFINED 5	
			-----	-----			
			27	700			
HERBALIFE LTD	COM USD SHS	G4412G101	19	516	SH	DEFINED 5	
			-----	-----			
			19	516			
INGERSOLL-RAND PLC	SHS	G47791101	1334	24253	SH	DEFINED 5	
			-----	-----			
			1334	24253			
INVESCO LTD	SHS	G491BT108	5658	195362	SH	DEFINED 5	
			-----	-----			
			5658	195362			
JAZZ PHARMACEUTICALS PLC	SHS USD	G50871105	8	141	SH	DEFINED 5	
			-----	-----			
			8	141			
LAZARD LTD	SHS A	G54050102	1	26	SH	DEFINED 5	
			-----	-----			
			1	26			

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MARVELL TECHNOLOGY GROUP LTD	ORD	G5876H105	1881	177839	SH	DEFINED	5
			-----	-----			
			1881	177839			
MICHAEL KORS HLDGS LTD	SHS	G60754101	115	2029	SH	DEFINED	5
			-----	-----			
			115	2029			
MONTPELIER RE HOLDINGS LTD	SHS	G62185106	2660	102107	SH	DEFINED	5
			-----	-----			
			2660	102107			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PUT/ PRN CALL	INVSTMT DSCRETN	O MA
ALPHA & OMEGA SEMICONDUCTOR	SHS	G6331P104	51	5713	SH	DEFINED	5
			-----	-----			
			51	5713			
NABORS INDUSTRIES LTD	SHS	G6359F103	967	59592	SH	DEFINED	5
			-----	-----			
			967	59592			
ONEBEACON INSURANCE GROUP LT	CL A	G67742109	47	3500	SH	DEFINED	5
			-----	-----			
			47	3500			
ORIENT-EXPRESS HOTELS LTD	CL A	G67743107	1	55	SH	DEFINED	5
			-----	-----			
			1	55			
PARTNERRE LTD	COM	G6852T105	16	177	SH	DEFINED	5
			-----	-----			
			16	177			
ROWAN COMPANIES PLC	SHS CL A	G7665A101	6	178	SH	DEFINED	5
			-----	-----			
			6	178			
SEADRILL LIMITED	SHS	G7945E105	102	2742	SH	DEFINED	5
			-----	-----			
			102	2742			
SEAGATE TECHNOLOGY PLC	SHS	G7945M107	4098	112100	SH	DEFINED	5
			-----	-----			
			4098	112100			
SIGNET JEWELERS LIMITED	SHS	G81276100	2	36	SH	DEFINED	5
			-----	-----			
			2	36			
GOLAR LNG LTD BERMUDA	SHS	G9456A100	133	3600	SH	DEFINED	5
			-----	-----			

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				133	3600		
WHITE MTNS INS GROUP LTD	COM	G9618E107	2173	3832	SH	DEFINED	5
			-----	-----			
			2173	3832			

				FORM 13F						
PAGE	5 OF	207	NAME OF REPORTING MANAGER:FIFTH THIRD BANCORP							
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN CALL	PUT/ DSCRETN	INVSTMT	O	MA	
-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	
WILLIS GROUP HOLDINGS PUBLIC	SHS	G96666105	4	107	SH	DEFINED	5			
			-----	-----						
			4	107						
XL GROUP PLC	SHS	G98290102	24	780	SH	DEFINED	5			
			-----	-----						
			24	780						
ACE LTD	SHS	H0023R105	5736	64473	SH	DEFINED	5			
			-----	-----						
			5736	64473						
ALLIED WRLD ASSUR COM HLDG A	SHS	H01531104	2477	26714	SH	DEFINED	5			
			-----	-----						
			2477	26714						
WEATHERFORD INTERNATIONAL LT	REG SHS	H27013103	340	28047	SH	DEFINED	5			
			-----	-----						
			340	28047						
FOSTER WHEELER AG	COM	H27178104	35	1524	SH	DEFINED	5			
			-----	-----						
			35	1524						
GARMIN LTD	SHS	H2906T109	7	201	SH	DEFINED	5			
			-----	-----						
			7	201						
NOBLE CORPORATION BAAR	NAMEN -AKT	H5833N103	8517	223251	SH	DEFINED	5			
			-----	-----						
			8517	223251						
PENTAIR LTD	SHS	H6169Q108	184	3488	SH	DEFINED	5			
			-----	-----						
			184	3488						
TE CONNECTIVITY LTD	REG SHS	H84989104	57	1350	SH	DEFINED	5			
			-----	-----						
			57	1350						
TRANSOCEAN LTD	REG SHS	H8817H100	366	7040	SH	DEFINED	5			
			-----	-----						
			366	7040						

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		NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP							
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN CALL	PUT/ DSCRETN	INVSTMT	MA	O
TYCO INTERNATIONAL LTD	SHS	H89128104	111	3456	SH		DEFINED	5	
			111	3456					
UBS AG	SHS NEW	H89231338	1566	101762	SH		DEFINED	5	
			1566	101762					
ADECOAGRO S A	COM	L00849106	4	500	SH		DEFINED	5	
			4	500					
ALTISOURCE PORTFOLIO SOLNS S	REG SHS	L0175J104	8	118	SH		DEFINED	5	
			8	118					
PACIFIC DRILLING SA LUXEMBOU	REG SHS	L7257P106	18	1772	SH		DEFINED	5	
			18	1772					
ALLOT COMMUNICATIONS LTD	SHS	M0854Q105	19	1600	SH		DEFINED	5	
			19	1600					
CHECK POINT SOFTWARE TECH LT	ORD	M22465104	187	3976	SH		DEFINED	5	
			187	3976					
EZCHIP SEMICONDUCTOR LIMITED	ORD	M4146Y108	13	535	SH		DEFINED	5	
			13	535					
STRATASYS LTD	SHS	M85548101	162	2185	SH		DEFINED	5	
			162	2185					
TARO PHARMACEUTICAL INDS LTD	SHS	M8737E108	7	126	SH		DEFINED	5	
			7	126					
ASML HOLDING N V	N Y REGISTRY S	N07059210	298	4385	SH		DEFINED	5	
			298	4385					

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA	
LYONDELLBASELL INDUSTRIES N	SHS - A -	N53745100	58	923	SH		DEFINED	5	
			58	923					
QIAGEN NV	REG SHS	N72482107	40	1886	SH		DEFINED	5	
			40	1886					
COPA HOLDINGS SA	CL A	P31076105	201	1682	SH		DEFINED	5	
			201	1682					
STEINER LEISURE LTD	ORD	P8744Y102	22	450	SH		DEFINED	5	
			22	450					
ROYAL CARIBBEAN CRUISES LTD	COM	V7780T103	5	161	SH		DEFINED	5	
			5	161					
AVAGO TECHNOLOGIES LTD	SHS	Y0486S104	18	496	SH		DEFINED	5	
			18	496					
DIANA CONTAINERSHIPS INC	COM	Y2069P101	0	68	SH		DEFINED	5	
				68					
FLEXTRONICS INTL LTD	ORD	Y2573F102	11	1602	SH		DEFINED	5	
			11	1602					
TEEKAY CORPORATION	COM	Y8564W103	14	403	SH		DEFINED	5	
			14	403					
AAR CORP	COM	000361105	346	18796	SH		DEFINED	5	
			346	18796					
ABB LTD	SPONSORED ADR	000375204	486	21364	SH		DEFINED	5	
			486	21364					

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA	



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ACCO BRANDS CORP	COM	00081T108	5	744	SH	DEFINED	5
			-----	-----			
			5	744			
THE ADT CORPORATION	COM	00101J106	70	1428	SH	DEFINED	5
			-----	-----			
			70	1428			
AFLAC INC	COM	001055102	8052	154777	SH	DEFINED	5
			-----	-----			
			8052	154777			
AGCO CORP	COM	001084102	952	18259	SH	DEFINED	5
			-----	-----			
			952	18259			
AGL RES INC	COM	001204106	27	647	SH	DEFINED	5
			-----	-----			
			27	647			
AES CORP	COM	00130H105	62	4953	SH	DEFINED	5
			-----	-----			
			62	4953			
AK STL HLDG CORP	COM	001547108	10	3000	SH	DEFINED	5
			-----	-----			
			10	3000			
ALPS ETF TR	ALERIAN MLP	00162Q866	8148	459833	SH	DEFINED	5
			-----	-----			
			8148	459833			
AMC NETWORKS INC	CL A	00164V103	13	205	SH	DEFINED	5
			-----	-----			
			13	205			
AOL INC	COM	00184X105	7	189	SH	DEFINED	5
			-----	-----			
			7	189			
AT&T INC	COM	00206R102	87043	2372391	SH	DEFINED	5
			-----	-----			
			87043	2372391			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PUT/ INVSTMT PRN CALL	DSCRETN	O MA
-----	-----	-----	-----	-----	-----	-----	-----
AU OPTRONICS CORP	SPONSORED ADR	002255107	22	5170	SH	DEFINED	5
			-----	-----			
			22	5170			
AVX CORP NEW	COM	002444107	17	1442	SH	DEFINED	5
			-----	-----			

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				17	1442		
AARONS INC	COM PAR \$0.50	002535300	862	30055	SH	DEFINED	5
			-----	-----			
			862	30055			
ABAXIS INC	COM	002567105	166	3517	SH	DEFINED	5
			-----	-----			
			166	3517			
ABBOTT LABS	COM	002824100	47932	1357075	SH	DEFINED	5
			-----	-----			
			47932	1357075			
ABBVIE INC	COM	00287Y109	56434	1383871	SH	DEFINED	5
			-----	-----			
			56434	1383871			
ABERCROMBIE & FITCH CO	CL A	002896207	7	141	SH	DEFINED	5
			-----	-----			
			7	141			
ABERDEEN ASIA PACIFIC INCOM	COM	003009107	3676	472460	SH	DEFINED	5
			-----	-----			
			3676	472460			
ABERDEEN ISRAEL FUND INC	COM	00301L109	51	3500	SH	DEFINED	5
			-----	-----			
			51	3500			
ABERDEEN AUSTRALIA EQTY FD I	COM	003011103	259	22901	SH	DEFINED	5
			-----	-----			
			259	22901			
ACCELRYX INC	COM	00430U103	5	500	SH	DEFINED	5
			-----	-----			
			5	500			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PUT/ PRN CALL	INVSTMT DSCRETN	O MA
ACCESS MIDSTREAM PARTNERS L	UNIT	00434L109	40	1000	SH	DEFINED	5
			-----	-----			
			40	1000			
ACETO CORP	COM	004446100	53	4827	SH	DEFINED	5
			-----	-----			
			53	4827			
ACME PACKET INC	COM	004764106	0	4	SH	DEFINED	5
			-----	-----			
				4			

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ACORDA THERAPEUTICS INC	COM	00484M106	1	21	SH	DEFINED	5
			-----	-----			
			1	21			
ACTAVIS INC	COM	00507K103	946	10275	SH	DEFINED	5
			-----	-----			
			946	10275			
ACTIVISION BLIZZARD INC	COM	00507V109	1134	77852	SH	DEFINED	5
			-----	-----			
			1134	77852			
ACUITY BRANDS INC	COM	00508Y102	29	413	SH	DEFINED	5
			-----	-----			
			29	413			
ADAMS EXPRESS CO	COM	006212104	953	81155	SH	DEFINED	5
			-----	-----			
			953	81155			
ADOBE SYS INC	COM	00724F101	475	10906	SH	DEFINED	5
			-----	-----			
			475	10906			
ADVANCE AUTO PARTS INC	COM	00751Y106	8	100	SH	DEFINED	5
			-----	-----			
			8	100			
ADVISORY BRD CO	COM	00762W107	113	2152	SH	DEFINED	5
			-----	-----			
			113	2152			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN CALL	PUT/ CALL	INVSTMT DSCRETN	O	MA
-----	-----	-----	-----	-----	-----	-----	-----	-----	-----
ADVENT CLAY CONV SEC INC FD	COM	007639107	22	3000	SH		DEFINED	5	
			-----	-----					
			22	3000					
AECOM TECHNOLOGY CORP DELAWA	COM	00766T100	208	6342	SH		DEFINED	5	
			-----	-----					
			208	6342					
AEGERION PHARMACEUTICALS INC	COM	00767E102	323	8013	SH		DEFINED	5	
			-----	-----					
			323	8013					
ADVISORSHARES TR	PERITUS HG YLD	00768Y503	820	16000	SH		DEFINED	5	
			-----	-----					
			820	16000					
AEGION CORP	COM	00770F104	148	6400	SH		DEFINED	5	
			-----	-----					

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				148	6400		
ADVANCED MICRO DEVICES INC	NOTE 6.000% 5	007903AL1	14129	142000	SH	DEFINED	5
			-----	-----			
			14129	142000			
ADVANCED MICRO DEVICES INC	COM	007903107	261	102495	SH	DEFINED	5
			-----	-----			
			261	102495			
AEGON N V	NY REGISTRY SH	007924103	2	287	SH	DEFINED	5
			-----	-----			
			2	287			
ADVENT SOFTWARE INC	COM	007974108	1672	59761	SH	DEFINED	5
			-----	-----			
			1672	59761			
AETERNA ZENTARIS INC	COM NEW	007975303	31	16666	SH	DEFINED	5
			-----	-----			
			31	16666			
AETNA INC NEW	COM	00817Y108	3230	63163	SH	DEFINED	5
			-----	-----			
			3230	63163			

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		NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP						
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PUT/ PRN CALL	INVSTMT DSCRETN	MA	
-----	-----	-----	-----	-----	-----	-----	-----	
AFFILIATED MANAGERS GROUP	COM	008252108	611	3978	SH	DEFINED	5	
			-----	-----				
			611	3978				
AGILENT TECHNOLOGIES INC	COM	00846U101	8958	213449	SH	DEFINED	5	
			-----	-----				
			8958	213449				
AGNICO EAGLE MINES LTD	COM	008474108	27	665	SH	DEFINED	5	
			-----	-----				
			27	665				
AGRIUM INC	COM	008916108	255	2618	SH	DEFINED	5	
			-----	-----				
			255	2618				
AIR METHODS CORP	COM PAR \$.06	009128307	2	45	SH	DEFINED	5	
			-----	-----				
			2	45				
AIR PRODS & CHEMS INC	COM	009158106	17263	198156	SH	DEFINED	5	
			-----	-----				
			17263	198156				

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AIRGAS INC	COM	009363102	87	879	SH	DEFINED	5
			-----	-----			
			87	879			
AKAMAI TECHNOLOGIES INC	COM	00971T101	1290	36522	SH	DEFINED	5
			-----	-----			
			1290	36522			
ALBEMARLE CORP	COM	012653101	3380	54056	SH	DEFINED	5
			-----	-----			
			3380	54056			
ALCOA INC	COM	013817101	1761	206735	SH	DEFINED	5
			-----	-----			
			1761	206735			
ALCATEL-LUCENT	SPONSORED ADR	013904305	0	150	SH	DEFINED	5
			-----	-----			
				150			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PUT/ PRN CALL	INVSTMT DSCRETN			
-----	-----	-----	-----	-----	-----	-----	-----	-----	
ALERE INC	COM	01449J105	3	130	SH	DEFINED	5		
			-----	-----					
			3	130					
ALEXANDER & BALDWIN INC NEW	COM	014491104	2223	62179	SH	DEFINED	5		
			-----	-----					
			2223	62179					
ALEXANDERS INC	COM	014752109	0	1	SH	DEFINED	5		
			-----	-----					
				1					
ALEXANDRIA REAL ESTATE EQ IN	COM	015271109	2217	31239	SH	DEFINED	5		
			-----	-----					
			2217	31239					
ALEXION PHARMACEUTICALS INC	COM	015351109	52	559	SH	DEFINED	5		
			-----	-----					
			52	559					
ALLEGHANY CORP DEL	COM	017175100	1423	3593	SH	DEFINED	5		
			-----	-----					
			1423	3593					
ALLEGHENY TECHNOLOGIES INC	COM	01741R102	1082	34107	SH	DEFINED	5		
			-----	-----					
			1082	34107					
ALLERGAN INC	COM	018490102	1789	16027	SH	DEFINED	5		
			-----	-----					

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			1789	16027		
ALLETE INC	COM NEW	018522300	18	375	SH	DEFINED 5
			-----	-----		
			18	375		
ALLIANCE DATA SYSTEMS CORP	COM	018581108	3145	19428	SH	DEFINED 5
			-----	-----		
			3145	19428		
ALLIANCE RES PARTNER L P	UT LTD PART	01877R108	80	1255	SH	DEFINED 5
			-----	-----		
			80	1255		

			FORM 13F						
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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PUT/ PRN CALL	INVSTMT DSCRETN	O	MA	
-----	-----	-----	-----	-----	-----	-----	-----	-----	
ALLIANCEBERNSTEIN GBL HGH IN	COM	01879R106	82	5021	SH	DEFINED 5			
			-----	-----					
			82	5021					
ALLIANT ENERGY CORP	COM	018802108	8011	159648	SH	DEFINED 5			
			-----	-----					
			8011	159648					
ALLIANCEBERNSTEIN INCOME FUN	COM	01881E101	39	4791	SH	DEFINED 5			
			-----	-----					
			39	4791					
ALLIANCEBERNSTEIN HOLDING LP	UNIT LTD PARTN	01881G106	55	2500	SH	DEFINED 5			
			-----	-----					
			55	2500					
ALLIANZGI CONV & INCOME FD I	COM	018825109	6	644	SH	DEFINED 5			
			-----	-----					
			6	644					
ALLIANZGI CONV & INCOME FD	COM	018828103	19	2021	SH	DEFINED 5			
			-----	-----					
			19	2021					
ALLIANZGI NFJ DIVID INT & PR	COM	01883A107	45	2659	SH	DEFINED 5			
			-----	-----					
			45	2659					
ALLIANCE BANCORP INC PA NEW	COM	01890A108	22	1640	SH	DEFINED 5			
			-----	-----					
			22	1640					
ALLIED NEVADA GOLD CORP	COM	019344100	2	92	SH	DEFINED 5			
			-----	-----					
			2	92					

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ALLSCRIPTS HEALTHCARE SOLUTN	COM	01988P108	245	17996	SH	DEFINED	5
			-----	-----			
			245	17996			
ALLSTATE CORP	COM	020002101	9296	189441	SH	DEFINED	5
			-----	-----			
			9296	189441			

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		NAME OF REPORTING MANAGER:FIFTH THIRD BANCORP						
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN	SH/ PUT/ CALL	INVSTMT DSCRETN	MA	
-----	-----	-----	-----	-----	-----	-----	-----	
ALMOST FAMILY INC	COM	020409108	25	1200	SH	DEFINED	5	
			-----	-----				
			25	1200				
ALON USA PARTNERS LP	UT LTDPART INT	02052T109	828	31100	SH	DEFINED	5	
			-----	-----				
			828	31100				
ALPHA NATURAL RESOURCES INC	COM	02076X102	16	2000	SH	DEFINED	5	
			-----	-----				
			16	2000				
ALPINE GLOBAL PREMIER PPTYS	COM SBI	02083A103	13	1512	SH	DEFINED	5	
			-----	-----				
			13	1512				
ALPINE TOTAL DYNAMIC DIVID F	COM SBI	021060108	2	500	SH	DEFINED	5	
			-----	-----				
			2	500				
ALTERA CORP	COM	021441100	8687	244972	SH	DEFINED	5	
			-----	-----				
			8687	244972				
ALTRIA GROUP INC	COM	02209S103	40897	1189212	SH	DEFINED	5	
			-----	-----				
			40897	1189212				
AMAZON COM INC	COM	023135106	11806	44303	SH	DEFINED	5	
			-----	-----				
			11806	44303				
AMEREN CORP	COM	023608102	669	19092	SH	DEFINED	5	
			-----	-----				
			669	19092				
AMERICA MOVIL SAB DE CV	SPON ADR L SHS	02364W105	188	8979	SH	DEFINED	5	
			-----	-----				
			188	8979				
AMERICAN APPAREL INC	COM	023850100	33	15000	SH	DEFINED	5	
			-----	-----				

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			FORM 13F						
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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN CALL	PUT/ CALL	INVSTMT DSCRETN	O MA	
AMERICAN ASSETS TR INC	COM	024013104	1	28	SH		DEFINED	5	
			1	28					
AMERICAN AXLE & MFG HLDGS IN	COM	024061103	27	1955	SH		DEFINED	5	
			27	1955					
AMERICAN CAMPUS CMNTYS INC	COM	024835100	5068	111786	SH		DEFINED	5	
			5068	111786					
AMERICAN CAPITAL AGENCY CORP	COM	02503X105	3615	110293	SH		DEFINED	5	
			3615	110293					
AMERICAN CAP LTD	COM	02503Y103	2814	192812	SH		DEFINED	5	
			2814	192812					
AMERICAN CAP MTG INVT CORP	COM	02504A104	585	22650	SH		DEFINED	5	
			585	22650					
AMERICAN EAGLE OUTFITTERS NE	COM	02553E106	1507	80577	SH		DEFINED	5	
			1507	80577					
AMERICAN ELEC PWR INC	COM	025537101	4479	92095	SH		DEFINED	5	
			4479	92095					
AMERICAN EQTY INVT LIFE HLD	COM	025676206	459	30806	SH		DEFINED	5	
			459	30806					
AMERICAN EXPRESS CO	COM	025816109	23326	345771	SH		DEFINED	5	
			23326	345771					
AMERICAN FINL GROUP INC OHIO	COM	025932104	22	471	SH		DEFINED	5	
			22	471					



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			NAME OF REPORTING MANAGER:FIFTH THIRD BANCORP							
	NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN CALL	PUT/ DSCRETN	INVSTMT		
	AMERICAN INTL GROUP INC	*W EXP 01/19/2	026874156	8	511	SH		DEFINED	5	
				8	511					
	AMERICAN INTL GROUP INC	COM NEW	026874784	15610	402115	SH		DEFINED	5	
				15610	402115					
	AMERICAN NATL INS CO	COM	028591105	9	100	SH		DEFINED	5	
				9	100					
	AMERICAN STS WTR CO	COM	029899101	17	300	SH		DEFINED	5	
				17	300					
	AMERICAN TOWER CORP NEW	COM	03027X100	5676	73794	SH		DEFINED	5	
				5676	73794					
	AMERICAN WTR WKS CO INC NEW	COM	030420103	57	1382	SH		DEFINED	5	
				57	1382					
	AMERICAS CAR MART INC	COM	03062T105	19	416	SH		DEFINED	5	
				19	416					
	AMERISOURCEBERGEN CORP	COM	03073E105	6693	130083	SH		DEFINED	5	
				6693	130083					
	AMERIPRISE FINL INC	COM	03076C106	13125	178205	SH		DEFINED	5	
				13125	178205					
	AMETEK INC NEW	COM	031100100	2569	59238	SH		DEFINED	5	
				2569	59238					
	AMGEN INC	COM	031162100	45437	443246	SH		DEFINED	5	
				45437	443246					

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			NAME OF REPORTING MANAGER:FIFTH THIRD BANCORP							
	NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN CALL	PUT/ DSCRETN	INVSTMT		

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AMPHENOL CORP NEW	CL A	032095101	141	1886	SH	DEFINED	5
			141	1886			
AMREIT INC NEW	CL B	03216B208	664	34140	SH	DEFINED	5
			664	34140			
ANADARKO PETE CORP	COM	032511107	1278	14618	SH	DEFINED	5
			1278	14618			
ANALOG DEVICES INC	COM	032654105	9229	198514	SH	DEFINED	5
			9229	198514			
ANDERSONS INC	COM	034164103	150	2800	SH	DEFINED	5
			150	2800			
ANGLOGOLD ASHANTI HLDGS FIN	MAND BD CV 13	03512Q206	103	3600	SH	DEFINED	5
			103	3600			
ANGLOGOLD ASHANTI LTD	SPONSORED ADR	035128206	18	763	SH	DEFINED	5
			18	763			
ANHEUSER BUSCH INBEV SA/NV	SPONSORED ADR	03524A108	8380	84179	SH	DEFINED	5
			8380	84179			
ANIXTER INTL INC	COM	035290105	28	400	SH	DEFINED	5
			28	400			
ANNALY CAP MGMT INC	COM	035710409	1451	91329	SH	DEFINED	5
			1451	91329			
ANSYS INC	COM	03662Q105	1512	18574	SH	DEFINED	5
			1512	18574			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PUT/ INVSTMT PRN CALL	DSCRETN	MA
APACHE CORP	COM	037411105	8326	107903	SH	DEFINED	5
			8326	107903			

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APACHE CORP	PFD CONV SER D	037411808	125	2800	SH	DEFINED	5
			-----	-----			
			125	2800			
APARTMENT INVT & MGMT CO	CL A	03748R101	1367	44587	SH	DEFINED	5
			-----	-----			
			1367	44587			
APOLLO GROUP INC	CL A	037604105	2	115	SH	DEFINED	5
			-----	-----			
			2	115			
APPLE INC	COM	037833100	118829	268442	SH	DEFINED	5
			-----	-----			
			118829	268442			
APPLIED INDL TECHNOLOGIES IN	COM	03820C105	797	17718	SH	DEFINED	5
			-----	-----			
			797	17718			
APPLIED MATLS INC	COM	038222105	1737	128884	SH	DEFINED	5
			-----	-----			
			1737	128884			
APTARGROUP INC	COM	038336103	106	1855	SH	DEFINED	5
			-----	-----			
			106	1855			
AQUA AMERICA INC	COM	03836W103	189	6017	SH	DEFINED	5
			-----	-----			
			189	6017			
ARCHER DANIELS MIDLAND CO	COM	039483102	93	2743	SH	DEFINED	5
			-----	-----			
			93	2743			
ARES CAP CORP	COM	04010L103	82	4554	SH	DEFINED	5
			-----	-----			
			82	4554			

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				NAME OF REPORTING MANAGER:FIFTH THIRD BANCORP					
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN CALL	PUT/ INVSTMT	DSCRETN	O MA	
-----	-----	-----	-----	-----	-----	-----	-----	-----	
ARIAD PHARMACEUTICALS INC	COM	04033A100	10	549	SH	DEFINED	5		
			-----	-----					
			10	549					
ARM HLDGS PLC	SPONSORED ADR	042068106	2119	50008	SH	DEFINED	5		
			-----	-----					
			2119	50008					
ARMOUR RESIDENTIAL REIT INC	COM	042315101	29	4500	SH	DEFINED	5		
			-----	-----					

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			29	4500			
ARRIS GROUP INC	COM	04269Q100	12	700	SH	DEFINED	5
			-----	-----			
			12	700			
ASHLAND INC NEW	COM	044209104	259	3483	SH	DEFINED	5
			-----	-----			
			259	3483			
ASIAINFO-LINKAGE INC	COM	04518A104	1	100	SH	DEFINED	5
			-----	-----			
			1	100			
ASSOCIATED ESTATES RLTY CORP	COM	045604105	1288	69091	SH	DEFINED	5
			-----	-----			
			1288	69091			
ASSURANT INC	COM	04621X108	42	941	SH	DEFINED	5
			-----	-----			
			42	941			
ASTEC INDS INC	COM	046224101	16	450	SH	DEFINED	5
			-----	-----			
			16	450			
ASTRAZENECA PLC	SPONSORED ADR	046353108	2055	41109	SH	DEFINED	5
			-----	-----			
			2055	41109			
ATHENAHEALTH INC	COM	04685W103	218	2242	SH	DEFINED	5
			-----	-----			
			218	2242			

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				NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP						
NAME OF ISSUER			TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
-----			-----	-----	-----	-----	-----	-----	-----	-----
ATLAS AIR WORLDWIDE HLDGS IN			COM NEW	049164205	49	1197	SH		DEFINED	5
					-----	-----				
					49	1197				
ATLAS ENERGY LP			COM UNITS LP	04930A104	86	1949	SH		DEFINED	5
					-----	-----				
					86	1949				
ATLAS PIPELINE PARTNERS LP			UNIT L P INT	049392103	67	1950	SH		DEFINED	5
					-----	-----				
					67	1950				
ATLAS RESOURCE PARTNERS LP			COM UNT LTD PR	04941A101	5	198	SH		DEFINED	5
					-----	-----				
					5	198				

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ATMEL CORP	COM	049513104	6259	899466	SH	DEFINED	5
			-----	-----			
			6259	899466			
ATMOS ENERGY CORP	COM	049560105	208	4875	SH	DEFINED	5
			-----	-----			
			208	4875			
ATWOOD OCEANICS INC	COM	050095108	4901	93278	SH	DEFINED	5
			-----	-----			
			4901	93278			
AURICO GOLD INC	COM	05155C105	312	49605	SH	DEFINED	5
			-----	-----			
			312	49605			
AUTODESK INC	COM	052769106	1213	29404	SH	DEFINED	5
			-----	-----			
			1213	29404			
AUTOLIV INC	COM	052800109	7	102	SH	DEFINED	5
			-----	-----			
			7	102			
AUTOMATIC DATA PROCESSING IN	COM	053015103	57678	886940	SH	DEFINED	5
			-----	-----			
			57678	886940			

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		NAME OF REPORTING MANAGER:FIFTH THIRD BANCORP							
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN CALL	PUT/ CALL	INVSTMT DSCRETN	O MA	
-----	-----	-----	-----	-----	-----	-----	-----	-----	
AUTONATION INC	COM	05329W102	2	55	SH		DEFINED	5	
			-----	-----					
			2	55					
AUTOZONE INC	COM	053332102	5439	13707	SH		DEFINED	5	
			-----	-----					
			5439	13707					
AVALONBAY CMNTYS INC	COM	053484101	2060	16259	SH		DEFINED	5	
			-----	-----					
			2060	16259					
AVERY DENNISON CORP	COM	053611109	65	1515	SH		DEFINED	5	
			-----	-----					
			65	1515					
AVIAT NETWORKS INC	COM	05366Y102	2	571	SH		DEFINED	5	
			-----	-----					
			2	571					
AVIS BUDGET GROUP	COM	053774105	1	50	SH		DEFINED	5	
			-----	-----					

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			1	50		
AVISTA CORP	COM	05379B107	215	7859	SH	DEFINED 5
			-----	-----		
			215	7859		
AVIVA PLC	ADR	05382A104	9	996	SH	DEFINED 5
			-----	-----		
			9	996		
AVON PRODS INC	COM	054303102	81	3897	SH	DEFINED 5
			-----	-----		
			81	3897		
AXIALL CORP	COM	05463D100	34	548	SH	DEFINED 5
			-----	-----		
			34	548		
BB&T CORP	COM	054937107	7657	243934	SH	DEFINED 5
			-----	-----		
			7657	243934		

				FORM 13F			
PAGE	23 OF 207	NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP		VALUE	SHARES/	SH/	PUT/
		NAME OF ISSUER	TITLE OF CLASS	(X\$1000)	PRN AMT	PRN CALL	INVTMT
			CUSIP				DSCRETN
							MA
		B & G FOODS INC NEW	COM	05508R106	2	69	SH
					-----	-----	DEFINED 5
					2	69	
		BCE INC	COM NEW	05534B760	3526	75510	SH
					-----	-----	DEFINED 5
					3526	75510	
		BHP BILLITON PLC	SPONSORED ADR	05545E209	332	5716	SH
					-----	-----	DEFINED 5
					332	5716	
		BP PLC	SPONSORED ADR	055622104	7829	184854	SH
					-----	-----	DEFINED 5
					7829	184854	
		BP PRUDHOE BAY RTY TR	UNIT BEN INT	055630107	580	6950	SH
					-----	-----	DEFINED 5
					580	6950	
		BRE PROPERTIES INC	CL A	05564E106	42	856	SH
					-----	-----	DEFINED 5
					42	856	
		BOFI HLDG INC	COM	05566U108	103	2864	SH
					-----	-----	DEFINED 5
					103	2864	

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BSB BANCORP INC MD	COM	05573H108	36	2636	SH	DEFINED	5
			-----	-----			
			36	2636			
BT GROUP PLC	ADR	05577E101	537	12786	SH	DEFINED	5
			-----	-----			
			537	12786			
BMC SOFTWARE INC	COM	055921100	75	1620	SH	DEFINED	5
			-----	-----			
			75	1620			
BABCOCK & WILCOX CO NEW	COM	05615F102	15	519	SH	DEFINED	5
			-----	-----			
			15	519			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PUT/ INVSTMT	DSCRETN	O MA
-----	-----	-----	-----	-----	-----	-----	-----
BAIDU INC	SPON ADR REP A	056752108	1276	14554	SH	DEFINED	5
			-----	-----			
			1276	14554			
BAKER HUGHES INC	COM	057224107	252	5425	SH	DEFINED	5
			-----	-----			
			252	5425			
BALCHEM CORP	COM	057665200	158	3600	SH	DEFINED	5
			-----	-----			
			158	3600			
BALL CORP	COM	058498106	266	5585	SH	DEFINED	5
			-----	-----			
			266	5585			
BALLY TECHNOLOGIES INC	COM	05874B107	2	38	SH	DEFINED	5
			-----	-----			
			2	38			
BANCFIRST CORP	COM	05945F103	367	8792	SH	DEFINED	5
			-----	-----			
			367	8792			
BANCO BILBAO VIZCAYA ARGENTA	SPONSORED ADR	05946K101	618	70505	SH	DEFINED	5
			-----	-----			
			618	70505			
BANCO BRADESCO S A	SP ADR PFD NEW	059460303	32	1859	SH	DEFINED	5
			-----	-----			
			32	1859			
BANCO SANTANDER SA	ADR	05964H105	74	10903	SH	DEFINED	5

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			-----	-----			
			74	10903			
BANCO SANTANDER BRASIL S A	ADS REP 1 UNIT	05967A107	11	1533	SH	DEFINED	5
			-----	-----			
			11	1533			
BANCOLOMBIA S A	SPON ADR PREF	05968L102	2	31	SH	DEFINED	5
			-----	-----			
			2	31			

			FORM 13F								
			NAME OF REPORTING MANAGER:FIFTH THIRD BANCORP								
PAGE	25 OF	207	NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN CALL	PUT/ DSCRETN	INVSTMT	O
			-----	-----	-----	-----	-----	-----	-----	-----	-----
			BANK OF AMERICA CORPORATION	COM	060505104	10408	854479	SH		DEFINED	5
						-----	-----				
						10408	854479				
			BANK OF AMERICA CORPORATION	7.25%CNV PFD L	060505682	122	100	SH		DEFINED	5
						-----	-----				
						122	100				
			BANK HAWAII CORP	COM	062540109	5	100	SH		DEFINED	5
						-----	-----				
						5	100				
			BANK KY FINL CORP	COM	062896105	89	3245	SH		DEFINED	5
						-----	-----				
						89	3245				
			BANK MONTREAL QUE	COM	063671101	106	1686	SH		DEFINED	5
						-----	-----				
						106	1686				
			BANK OF THE OZARKS INC	COM	063904106	12	279	SH		DEFINED	5
						-----	-----				
						12	279				
			BANK NEW YORK MELLON CORP	COM	064058100	8682	310166	SH		DEFINED	5
						-----	-----				
						8682	310166				
			BANK NOVA SCOTIA HALIFAX	COM	064149107	138	2375	SH		DEFINED	5
						-----	-----				
						138	2375				
			BARCLAYS BK PLC	DJUBS CMDT ETN	06738C778	13619	335272	SH		DEFINED	5
						-----	-----				
						13619	335272				
			BARCLAYS BK PLC	IPSP CROIL ETN	06738C786	455	20000	SH		DEFINED	5
						-----	-----				
						455	20000				



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BARCLAYS BK PLC	IPSPGS TTL ETN	06738C794	8	225	SH	DEFINED	5
			-----	-----			
			8	225			

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						NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP					
						VALUE	SHARES/	SH/	PUT/	INVSTMT	O
						(X\$1000)	PRN	AMT	CALL	DSCRETN	MA
NAME OF ISSUER		TITLE OF CLASS		CUSIP							
-----		-----		-----		-----		-----		-----	
BARCLAYS PLC	ADR	06738E204	171	9615	SH	DEFINED	5				
			-----	-----							
			171	9615							
BARCLAYS BK PLC	ETN DJUBS IND	06738G407	83	2597	SH	DEFINED	5				
			-----	-----							
			83	2597							
BARCLAYS BK PLC	COM	067383109	3251	32260	SH	DEFINED	5				
			-----	-----							
			3251	32260							
BARCLAYS BK PLC	ETN DJUBS COPR	06739F101	40	944	SH	DEFINED	5				
			-----	-----							
			40	944							
BARCLAYS BK PLC	ADR 2 PEF 2	06739F390	26	1000	SH	DEFINED	5				
			-----	-----							
			26	1000							
BARCLAYS BANK PLC	ETN DJUBS AGRI	06739H206	91	1732	SH	DEFINED	5				
			-----	-----							
			91	1732							
BARCLAYS BANK PLC	ETN DJUBSALUMI	06739H321	5	220	SH	DEFINED	5				
			-----	-----							
			5	220							
BARCLAYS BANK PLC	ADR PFD SR 5	06739H362	128	5000	SH	DEFINED	5				
			-----	-----							
			128	5000							
BARCLAYS BANK PLC	CARRY ETN 38	06739H412	5	100	SH	DEFINED	5				
			-----	-----							
			5	100							
BARCLAYS BANK PLC	ADS7.75%PFD S4	06739H511	26	1000	SH	DEFINED	5				
			-----	-----							
			26	1000							
BARCLAYS BANK PLC	SP ADR 7.1%PF3	06739H776	67	2609	SH	DEFINED	5				
			-----	-----							
			67	2609							

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		NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP							
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PUT/ CALL	INVSTMT DSCRETN			
BARCLAYS BK PLC	IPATH S&P500 V	06740C188	1	31	SH	DEFINED	5		
			1	31					
BARCLAYS BK PLC	S&P 500 VEQTOR	06740C337	8006	59196	SH	DEFINED	5		
			8006	59196					
BARCLAYS BK PLC	IPATH S&P MT E	06740C519	561	26041	SH	DEFINED	5		
			561	26041					
BARCLAYS BK PLC	IPATH DYNM VIX	06741L609	5902	143782	SH	DEFINED	5		
			5902	143782					
BARNES & NOBLE INC	COM	067774109	3	200	SH	DEFINED	5		
			3	200					
BARNES GROUP INC	COM	067806109	20	700	SH	DEFINED	5		
			20	700					
BARRICK GOLD CORP	COM	067901108	46	1572	SH	DEFINED	5		
			46	1572					
BASIC ENERGY SVCS INC NEW	COM	06985P100	54	3951	SH	DEFINED	5		
			54	3951					
BASSETT FURNITURE INDS INC	COM	070203104	7	412	SH	DEFINED	5		
			7	412					
BAXTER INTL INC	COM	071813109	11969	164765	SH	DEFINED	5		
			11969	164765					
BAYTEX ENERGY CORP	COM	07317Q105	0	11	SH	DEFINED	5		
				11					

FORM 13F

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PAGE	28 OF	207	NAME OF REPORTING MANAGER:FIFTH THIRD BANCORP						
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN CALL	PUT/ CALL	INVSTMT DSCRETN	O MA	
B/E AEROSPACE INC	COM	073302101	5	76	SH		DEFINED	5	
			5	76					
BEACON ROOFING SUPPLY INC	COM	073685109	235	6091	SH		DEFINED	5	
			235	6091					
BEAM INC	COM	073730103	9703	152703	SH		DEFINED	5	
			9703	152703					
BECTON DICKINSON & CO	COM	075887109	8000	83673	SH		DEFINED	5	
			8000	83673					
BED BATH & BEYOND INC	COM	075896100	554	8606	SH		DEFINED	5	
			554	8606					
BEMIS INC	COM	081437105	158	3918	SH		DEFINED	5	
			158	3918					
BENCHMARK ELECTRS INC	COM	08160H101	678	37644	SH		DEFINED	5	
			678	37644					
BERKLEY W R CORP	COM	084423102	10	225	SH		DEFINED	5	
			10	225					
BERKSHIRE HATHAWAY INC DEL	CL A	084670108	0	35	SH		DEFINED	5	
				35					
BERKSHIRE HATHAWAY INC DEL	CL B NEW	084670702	20244	194282	SH		DEFINED	5	
			20244	194282					
BERKSHIRE HILLS BANCORP INC	COM	084680107	383	14994	SH		DEFINED	5	
			383	14994					

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN CALL	PUT/ CALL	INVSTMT DSCRETN	O MA	
BERRY PETE CO	CL A	085789105	27	575	SH		DEFINED	5	

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			27	575		
BERRY PLASTICS GROUP INC	COM	08579W103	2	100	SH	DEFINED 5
			2	100		
BEST BUY INC	COM	086516101	623	28120	SH	DEFINED 5
			623	28120		
BHP BILLITON LTD	SPONSORED ADR	088606108	1575	23020	SH	DEFINED 5
			1575	23020		
BIG LOTS INC	COM	089302103	49	1383	SH	DEFINED 5
			49	1383		
BIO-REFERENCE LABS INC	COM \$.01 NEW	09057G602	1011	38907	SH	DEFINED 5
			1011	38907		
BIO RAD LABS INC	CL A	090572207	908	7203	SH	DEFINED 5
			908	7203		
BIOMARIN PHARMACEUTICAL INC	COM	09061G101	1	12	SH	DEFINED 5
			1	12		
BIOGEN IDEC INC	COM	09062X103	2157	11198	SH	DEFINED 5
			2157	11198		
BIOMED REALTY TRUST INC	COM	09063H107	1	43	SH	DEFINED 5
			1	43		
BIOTIME INC	COM	09066L105	16	4200	SH	DEFINED 5
			16	4200		

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			NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP						
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PUT/ PRN CALL	INVSTMT DCRETN	O MA		
BIOSCRIP INC	COM	09069N108	294	23097	SH	DEFINED 5			
			294	23097					
BJS RESTAURANTS INC	COM	09180C106	1	27	SH	DEFINED 5			
			1	27					

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BLACK DIAMOND INC	COM	09202G101	9	1000	SH	DEFINED	5
			-----	-----			
			9	1000			
BLACK HILLS CORP	COM	092113109	24	555	SH	DEFINED	5
			-----	-----			
			24	555			
BLACKBAUD INC	COM	09227Q100	5	174	SH	DEFINED	5
			-----	-----			
			5	174			
BLACKROCK INVT QUALITY MUN T	COM	09247D105	17	1071	SH	DEFINED	5
			-----	-----			
			17	1071			
BLACKROCK INC	COM	09247X101	8122	31618	SH	DEFINED	5
			-----	-----			
			8122	31618			
BLACKROCK INCOME OPP TRUST I	COM	092475102	45	4000	SH	DEFINED	5
			-----	-----			
			45	4000			
BLACKROCK MUNICIPL INC QLT	COM	092479104	15	923	SH	DEFINED	5
			-----	-----			
			15	923			
BLACKROCK MUNI 2018 TERM TR	COM	09248C106	42	2500	SH	DEFINED	5
			-----	-----			
			42	2500			
BLACKROCK MUN INCOME TR	SH BEN INT	09248F109	67	4450	SH	DEFINED	5
			-----	-----			
			67	4450			

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			NAME OF REPORTING MANAGER: FIFTH THIRD BANCORP							
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PUT/ PRN CALL	INVTMT DSCRETN	O	MA		
-----			-----							
BLACKROCK MUNIC INCM INVST T	SH BEN INT	09248H105	58	3802	SH	DEFINED	5			
			-----	-----						
			58	3802						
BLACKROCK STRATEGIC MUN TR	COM	09248T109	30	2000	SH	DEFINED	5			
			-----	-----						
			30	2000						
BLACKROCK MUNICIPAL BOND TR	COM	09249H104	25	1516	SH	DEFINED	5			
			-----	-----						
			25	1516						
BLACKROCK MUNIC BD INVST TR	COM	09249K107	16	1000	SH	DEFINED	5			

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			-----	-----			
			16	1000			
BLACKROCK MUNI INCOME TR II	COM	09249N101	25	1576	SH	DEFINED	5
			-----	-----			
			25	1576			
BLACKROCK MUN 2020 TERM TR	COM SHS	09249X109	40	2400	SH	DEFINED	5
			-----	-----			
			40	2400			
BLACKROCK LONG-TERM MUNI ADV	COM	09250B103	18	1500	SH	DEFINED	5
			-----	-----			
			18	1500			
BLACKROCK HIGH INCOME SHS	SHS BEN INT	09250E107	21	8816	SH	DEFINED	5
			-----	-----			
			21	8816			
BLACKROCK MUNI INCOME INV QL	COM	09250G102	8	500	SH	DEFINED	5
			-----	-----			
			8	500			
BLACKROCK GLOBAL OPP EQTY TR	COM	092501105	13	936	SH	DEFINED	5
			-----	-----			
			13	936			
BLACKROCK CR ALLCTN INC TR	COM	092508100	21	1500	SH	DEFINED	5
			-----	-----			
			21	1500			

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PAGE	32 OF	207	NAME OF REPORTING MANAGER:FIFTH THIRD BANCORP						
	NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN CALL	PUT/ DSCRETN	INVSTMT	O MA
	-----	-----	-----	-----	-----	-----	-----	-----	-----
	BLACKROCK ENHANCED EQT DIV T	COM	09251A104	82	10484	SH		DEFINED	5
				-----	-----				
				82	10484				
	BLACKROCK INTL GRWTH & INC T	COM BENE INTER	092524107	29	3841	SH		DEFINED	5
				-----	-----				
				29	3841				
	BLACKROCK MUNIVEST FD INC	COM	09253R105	865	79939	SH		DEFINED	5
				-----	-----				
				865	79939				
	BLACKROCK MUNIVEST FD II INC	COM	09253T101	76	4445	SH		DEFINED	5
				-----	-----				
				76	4445				
	BLACKSTONE GROUP L P	COM UNIT LTD	09253U108	115	5800	SH		DEFINED	5
				-----	-----				
				115	5800				

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BLACKROCK MUNI INTER DR FD I	COM	09253X102	15	960	SH	DEFINED	5
			-----	-----			
			15	960			
BLACKROCK MUNIENHANCED FD IN	COM	09253Y100	83	6562	SH	DEFINED	5
			-----	-----			
			83	6562			
BLACKROCK REAL ASSET EQUITY	COM	09254B109	29	2883	SH	DEFINED	5
			-----	-----			
			29	2883			
BLACKROCK MUNIYIELD QLTY FD	COM	09254E103	94	6171	SH	DEFINED	5
			-----	-----			
			94	6171			
BLACKROCK MUNIYIELD QUALITY	COM	09254F100	175	10452	SH	DEFINED	5
			-----	-----			
			175	10452			
BLACKROCK MUNIASSETS FD INC	COM	09254J102	9	663	SH	DEFINED	5
			-----	-----			
			9	663			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PUT/ PRN CALL	INVTMT DSCRETN	MA	O	
-----	-----	-----	-----	-----	-----	-----	-----	-----	
BLACKROCK MUNIHLDS INVSTM QL	COM	09254P108	10	650	SH	DEFINED	5		
			-----	-----					
			10	650					
BLACKROCK MUNIYIELD INVST FD	COM	09254R104	16	1000	SH	DEFINED	5		
			-----	-----					
			16	1000					
BLACKROCK MUNIYLD INVST QLTY	COM	09254T100	22	1470	SH	DEFINED	5		
			-----	-----					
			22	1470					
BLACKROCK MUNIYLD MICH QLTY	COM	09254V105	95	6226	SH	DEFINED	5		
			-----	-----					
			95	6226					
BLACKROCK MUNIYLD MICH QLTY	COM	09254W103	19	1375	SH	DEFINED	5		
			-----	-----					
			19	1375					
BLACKROCK MUNIHLDS NJ QLTY	COM	09254X101	104	6615	SH	DEFINED	5		
			-----	-----					
			104	6615					
BLACKROCK MUNIYIELD N J FD I	COM	09254Y109	57	3450	SH	DEFINED	5		

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					-----	-----			
					57	3450			
BLACKROCK	CORPOR	HIGH	YLD	FD	COM	09255L106	15	1850 SH	DEFINED 5