

FIFTH THIRD BANCORP
Form 11-K
June 16, 2009

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 11-K

ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2008

OR

TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES AND EXCHANGE ACT OF 1934 (NO FEE REQUIRED)

For the transition period from _____ to _____

Commission file number 0-8076

A. Full title of the plan and the address of the plan, if different from that of the issuer named below:

THE FIFTH THIRD BANCORP MASTER PROFIT SHARING PLAN

38 Fountain Square Plaza, Cincinnati, Ohio 45263

B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office:

FIFTH THIRD BANCORP

38 Fountain Square Plaza, Cincinnati, Ohio 45263

FINANCIAL STATEMENTS AND EXHIBITS

The following financial statements and exhibits are filed as part of this annual report:

- Exhibit 23 Consent of Independent Registered Public Accounting Firm.
- Exhibit 99 Financial Statements as of and for the years ended December 31, 2008 and December 31, 2007 and Supplemental Schedule as of December 31, 2008 for The Fifth Third Bancorp Master Profit Sharing Plan.

SIGNATURES

The Plan. Pursuant to the requirements of the Securities Exchange Act of 1934, The Fifth Third Bank Pension and Profit Sharing Committee has duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

THE FIFTH THIRD BANCORP MASTER PROFIT SHARING PLAN

Date: June 16, 2009

By: /s/ Nancy R. Phillips
Nancy R. Phillips
Member, Pension and Profit Sharing Committee