

FIFTH THIRD BANCORP  
Form FWP  
April 23, 2008

Filed Pursuant to Rule 433

Dated April 23, 2008

Registration Statement No. 333-141560

**\$750,000,000 6.250% Senior Notes due 2013****Summary of Terms**

<b>Issuer</b>	Fifth Third Bancorp
<b>Expected Ratings</b>	Aa3 / A+ / AA- / AAL (Moody's / S&P / Fitch / DBRS) Note: A securities rating is not a recommendation to buy, sell or hold securities and may be subject to review, revision, suspension, reduction or withdrawal at any time by the assigning rating agency. Each rating should be evaluated independently of any other rating.
<b>Note Type</b>	Senior Notes
<b>Principal Amount</b>	US \$750,000,000
<b>Trade Date</b>	April 23, 2008
<b>Settlement Date (T+ 5 days)</b>	April 30, 2008
<b>Maturity Date</b>	May 1, 2013
<b>Coupon</b>	6.250% per annum
<b>Price to Investors</b>	99.885%, plus accrued interest, if any, from April 30, 2008
<b>Underwriters Commission</b>	0.35%
<b>All-in Price</b>	99.535%
<b>Net Proceeds</b>	US \$746,512,500
<b>Pricing Benchmark</b>	2.500% UST due 3/2013
<b>Benchmark Yield</b>	2.957%
<b>Spread to Benchmark</b>	Plus 332 basis points
<b>Re-offer Yield</b>	6.277%
<b>Interest Payment Dates</b>	Semi-annually on each May 1 and November 1 of each year, commencing November 1, 2008 and ending on the Maturity Date
<b>Day Count Convention</b>	30 / 360
<b>Denominations</b>	Minimum denominations of \$5,000 with increments of \$1,000 thereafter Credit Suisse Securities (USA) LLC
<b>Bookrunners</b>	Goldman, Sachs & Co. Merrill Lynch, Pierce, Fenner & Smith Incorporated Morgan Stanley & Co. Incorporated
<b>Co-Manager</b>	Fifth Third Securities, Inc.

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**Billing and Delivery Agent**

Morgan Stanley & Co. Incorporated

**Listing**

None

**CUSIP**

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Fifth Third Bancorp has filed a registration statement (including a prospectus and preliminary prospectus supplement) with the SEC for the offering to which this communication relates. Before you invest, you should read each of these documents and the other documents the issuer has filed with the SEC and incorporated by reference in such documents for more complete information about Fifth Third Bancorp and this offering. You may get these documents for free by visiting SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, Credit Suisse Securities (USA) LLC, Goldman, Sachs & Co., Merrill Lynch, Pierce, Fenner & Smith Incorporated, and Morgan Stanley & Co. Incorporated will arrange to send you these documents if you call Credit Suisse Securities (USA) LLC toll-free at 1-800-221-1037, Goldman, Sachs & Co. toll-free at 1-866-471-2526, Merrill Lynch, Pierce, Fenner & Smith Incorporated toll-free at 1-866-500-5408 or Morgan Stanley & Co. Incorporated toll-free at 1-866-718-1649.