

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

DIVISION OF CORPORATION FINANCE

February 22, 2012

<u>Via E-mail</u> Mr. Daniel T. Poston Executive Vice President and CFO Fifth Third Bancorp 38 Fountain Square Plaza Cincinnati, Ohio 45263

> Re: Fifth Third Bancorp Form 10-K for the Fiscal Year Ended December 31, 2010 Filed February 28, 2011 File No. 001-33653

Dear Mr. Poston:

We have completed our review of your filing. We remind you that our comments or changes to disclosure in response to our comments do not foreclose the Commission from taking any action with respect to the company or the filing and the company may not assert staff comments as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States. We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filing to be certain that the filing include the information the Securities Exchange Act of 1934 and all applicable rules require.

Sincerely,

/s/ Kevin W. Vaughn

Kevin W. Vaughn Accounting Branch Chief