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FIFTH THIRD BANCORP
Form 13F-HR/A
February 20, 2009

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

FORM 13F

FORM 13F COVER PAGE

Report for the Quarter Ended: December 31, 2008

Check here if Amendment [X]; Amendment Number: [1]

This Amendment (Check only one): [X] 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

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

Name:	Manager #
----	-----
Fifth Third Bank	9
Fifth Third Bank, a Michigan banking corporation	3
Fifth Third Bank, N.A.	8
Fifth Third Asset Management, Inc.	85

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: Charles Drucker
Title: Executive Vice President
Phone: 513-534-5005

Signature, Place, and Date of Signing:

/s/ Charles Drucker	Cincinnati, Ohio	February 20, 2009
-----	-----	-----
[Signature]	[City, State]	[Date]

Report Type (Check only one):

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- [] 13F HOLDINGS REPORT
- [] 13F NOTICE
- [X] 13F COMBINATION REPORT

List of Other Managers Reporting for this Manager:

Form 13F Summary Page

Report Summary:

Number of Other Included Managers: 4
 Form 13F Information Table Entry Total: 4,009
 Form 13F Information Table Value Total (x\$1000): 6,738,282

List of Other Included Managers:

Name:	13F File No.:
----	-----
Fifth Third Bank	28-539
Fifth Third Asset Management, Inc.	28-10115
Fifth Third Bank, N.A.	28-10993
Fifth Third Bank, a Michigan Banking Corporation	28-10119

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVTMT DSCRETN	MA
DAIMLER AG	REG SHS	D1668R123	51 72	1344 1889	SH SH		DEFINED 9 DEFINED 20	
DEUTSCHE BANK AG	NAMEN AKT	D18190898	124 14 27	3233 353 668	SH SH SH		DEFINED 9 DEFINED 20	
AIRCASTLE LTD	COM	G0129K104	42 0	1021 45	SH SH		DEFINED 9	
ALLIED WRLD ASSUR COM HLDG L	SHS	G0219G203	1	45 15	SH		DEFINED 20	

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/PRN	SH/AMT	PUT/CALL	INVTMT DCRETN	MA
AMDOCS LTD	ORD	G02602103	1	15				
			2189	119689	SH	DEFINED	9	
			887	48506	SH		DEFINED	20
ASPEN INSURANCE HOLDINGS LTD	SHS	G05384105	3076	168195				
			25	1050	SH	DEFINED	9	
ACCENTURE LTD BERMUDA	CL A	G1150G111	25	1050				
			15677	478096	SH	DEFINED	9	
			10748	327774	SH	DEFINED	20	
			14	415	SH		DEFINED	8
BROOKFIELD INFRAST PARTNERS	LP INT UNIT	G16252101	26438	806285				
			1	48	SH	DEFINED	9	
			0	20	SH		DEFINED	20
BUNGE LIMITED	COM	G16962105	1	68				
			173	3348	SH	DEFINED	9	
			66	1282	SH		DEFINED	20
CENTRAL EUROPEAN MEDIA ENTRP	CL A NEW	G20045202	240	4630				
			17	800	SH	DEFINED	9	
			17	800				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/PRN	SH/AMT	PUT/CALL	INVTMT DCRETN	MA
CDC CORP	SHS A	G2022L106	1	600	SH		DEFINED	20
CHINA YUCHAI INTL LTD	COM	G21082105	1	600				
			8	2000	SH	DEFINED	9	
COOPER INDS LTD	CL A	G24182100	8	2000				
			48	1633	SH	DEFINED	9	
			226	7716	SH		DEFINED	20
COVIDIEN LTD	COM	G2552X108	273	9349				
			250	6890	SH	DEFINED	9	
			28	781	SH		DEFINED	20
ENDURANCE SPECIALTY HLDGS LT	SHS	G30397106	278	7671				
			209	6854	SH	DEFINED	9	
			21	690	SH		DEFINED	20

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/PRN	SH/PUT/INVTMT	MA
EVEREST RE GROUP LTD	COM	G3223R108	230	7544		
			12	157	SH	DEFINED 9
			6	73	SH	DEFINED 20
			-----	-----		
FLAGSTONE REINSURANCE HLDGS	SHS	G3529T105	18	230		
			26	2668	SH	DEFINED 9
			-----	-----		
FOSTER WHEELER LTD	SHS NEW	G36535139	26	2668		
			13	557	SH	DEFINED 9
			4	165	SH	DEFINED 20
			-----	-----		
FRESH DEL MONTE PRODUCE INC	ORD	G36738105	17	722		
			187	8330	SH	DEFINED 9
			19	860	SH	DEFINED 20
			-----	-----		
FRONTLINE LTD	SHS	G3682E127	206	9190		
			29	994	SH	DEFINED 9
			30	1000	SH	DEFINED 20
			-----	-----		
			59	1994		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/PRN	SH/PUT/INVTMT	MA
GARMIN LTD	ORD	G37260109	15	800	SH	DEFINED 9
			66	3466	SH	DEFINED 20
			-----	-----		
HERBALIFE LTD	COM USD SHS	G4412G101	82	4266		
			611	28189	SH	DEFINED 9
			-----	-----		
INGERSOLL-RAND COMPANY LTD	CL A	G4776G101	730	33682		
			193	11109	SH	DEFINED 9
			-----	-----		
INVESCO LTD	SHS	G491BT108	76	4377	SH	DEFINED 20
			269	15486		
			-----	-----		
LAZARD LTD	SHS A	G54050102	1039	71932	SH	DEFINED 9
			4258	294898	SH	DEFINED 20
			-----	-----		
MARVELL TECHNOLOGY GROUP LTD	ORD	G5876H105	5297	366830		
			849	28537	SH	DEFINED 9
			-----	-----		
			1292	43443		
			-----	-----		
			25	3793	SH	DEFINED 9
			-----	-----		
			26	3939	SH	DEFINED 20

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/PRN	SH/PUT/INVTMT	DEFINITION
MAX CAPITAL GROUP LTD	SHS	G6052F103	52	7732		
			12	700	SH	DEFINED 9
MONTPELIER RE HOLDINGS LTD	SHS	G62185106	12	700		
			109	6521	SH	DEFINED 9
			325	19378	SH	DEFINED 20
NABORS INDUSTRIES LTD	SHS	G6359F103	435	25899		
			1588	132623	SH	DEFINED 9
			576	48104	SH	DEFINED 20
			2163	180727		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/PRN	SH/PUT/INVTMT	DEFINITION
NOBLE CORPORATION	SHS	G65422100	2631	119092	SH	DEFINED 9
			2719	123080	SH	DEFINED 20
			2	100	SH	DEFINED 8
NORDIC AMERICAN TANKER SHIPP	COM	G65773106	5352	242272		
			24	700	SH	DEFINED 20
ORIENT-EXPRESS HOTELS LTD	CL A	G67743107	24	700		
			4	550	SH	DEFINED 9
PARTNERRE LTD	COM	G6852T105	4	550		
			18	248	SH	DEFINED 9
PLATINUM UNDERWRITER HLDGS L	COM	G7127P100	18	248		
			262	7254	SH	DEFINED 9
			27	739	SH	DEFINED 20
RENAISSANCERE HOLDINGS LTD	COM	G7496G103	288	7993		
			15	300	SH	DEFINED 9
			0	8	SH	DEFINED 20
SEAGATE TECHNOLOGY	SHS	G7945J104	16	308		
			545	122966	SH	DEFINED 9
			295	66480	SH	DEFINED 20
SHIP FINANCE INTERNATIONAL L	SHS	G81075106	839	189446		
			11	1000	SH	DEFINED 9
			2	225	SH	DEFINED 20

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TSAKOS ENERGY NAVIGATION LTD	SHS	G9108L108	14	1225				
			85	4648	SH		DEFINED	9
			9	472	SH		DEFINED	20
			-----	-----				
			94	5120				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
TYCO INTL LTD BERMUDA	SHS	G9143X208	91	4220	SH		DEFINED	9
			20	925	SH		DEFINED	20
			-----	-----				
			111	5145				
TYCO ELECTRONICS LTD	COM NEW	G9144P105	71	4392	SH		DEFINED	9
			16	960	SH		DEFINED	20
			-----	-----				
			87	5352				
VALIDUS HOLDINGS LTD	COM SHS	G9319H102	40	1524	SH		DEFINED	9
			-----	-----				
			40	1524				
GOLAR LNG LTD BERMUDA	SHS	G9456A100	3	500	SH		DEFINED	9
			-----	-----				
			3	500				
WEATHERFORD INTERNATIONAL LT	COM	G95089101	4698	434176	SH		DEFINED	9
			5037	465532	SH		DEFINED	20
			-----	-----				
			9735	899708				
WHITE MTNS INS GROUP LTD	COM	G9618E107	82	306	SH		DEFINED	9
			229	859	SH		DEFINED	20
			-----	-----				
			311	1165				
WILLIS GROUP HOLDINGS LTD	SHS	G96655108	3	129	SH		DEFINED	9
			1	56	SH		DEFINED	8
			-----	-----				
			5	185				
XL CAP LTD	CL A	G98255105	3	730	SH		DEFINED	9
			4	1100	SH		DEFINED	20
			-----	-----				
			7	1830				
XYRATEX LTD	COM	G98268108	6	1925	SH		DEFINED	9
			-----	-----				
			6	1925				
ACE LTD	SHS	H0023R105	2490	47055	SH		DEFINED	9
			1168	22062	SH		DEFINED	20
			-----	-----				
			3658	69117				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVTMT DSCRETN	MA
ALCON INC	COM SHS	H01301102	1470 225	16484 2522	SH SH		DEFINED 9 DEFINED 20	
LOGITECH INTL S A	SHS	H50430232	1695 55 25	19006 3552 1623	SH SH SH		DEFINED 9 DEFINED 20	
UBS AG	SHS NEW	H89231338	81 140	5175 9800	SH		DEFINED 9	
MILlicom INTL CELLULAR S A	SHS NEW	L6388F110	140 24	9800 532	SH		DEFINED 20	
CELLCOM ISRAEL LTD	SHS	M2196U109	24 2	532 100	SH		DEFINED 20	
CERAGON NETWORKS LTD	ORD	M22013102	2 14	100 2800	SH		DEFINED 9	
CHECK POINT SOFTWARE TECH LT	ORD	M22465104	14 3	2800 155	SH		DEFINED 9	
ECTEL LTD	ORD	M29925100	3 0	155 57	SH		DEFINED 9	
ORBOTECH LTD	ORD	M75253100	14	57 3500	SH		DEFINED 9	
RRSAT GLOBAL COMM NTWRK LTD	SHS	M8183P102	14 503 79	3500 43721 6894	SH SH		DEFINED 9 DEFINED 20	
CNH GLOBAL N V	SHS NEW	N20935206	583 5	50615 340	SH		DEFINED 20	
			5	340				

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CORE LABORATORIES N V	COM	N22717107	509	8501	SH		DEFINED 9	
			100	1672	SH		DEFINED 20	
QIAGEN N V	ORD	N72482107	609	10173				
			78	4424	SH		DEFINED 9	
			82	4675	SH		DEFINED 20	
			160	9099				
STEINER LEISURE LTD	ORD	P8744Y102	31	1066	SH		DEFINED 9	
EXCEL MARITIME CARRIERS LTD	COM	V3267N107	31	1066				
			12	1700	SH		DEFINED 9	
ROYAL CARIBBEAN CRUISES LTD	COM	V7780T103	12	1700				
			13	919	SH		DEFINED 9	
			18	1318	SH		DEFINED 20	
			31	2237				
AEGEAN MARINE PETROLEUM NETW	SHS	Y0017S102	457	26934	SH		DEFINED 9	
DHT MARITIME INC	COM	Y2065G105	74	4353	SH		DEFINED 20	
			531	31287				
DIANA SHIPPING INC	COM	Y2066G104	1	200	SH		DEFINED 20	
			1	200				
EAGLE BULK SHIPPING INC	COM	Y2187A101	1	100	SH		DEFINED 9	
			135	10600	SH		DEFINED 20	
			137	10700				
			20	3000	SH		DEFINED 20	
FLEXTRONICS INTL LTD	ORD	Y2573F102	7	1000	SH		DEFINED 8	
			27	4000				
			3	1040	SH		DEFINED 9	
			1	280	SH		DEFINED 20	
			3	1320				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
GENCO SHIPPING & TRADING LTD	SHS	Y2685T107	15	1000	SH		DEFINED 20	
			15	1000				
SEASPAN CORP	SHS	Y75638109	2	250	SH		DEFINED 9	
			1	100	SH		DEFINED 20	
TEEKAY CORPORATION	COM	Y8564W103	3	350				
			8	403	SH		DEFINED 9	
			0	4	SH		DEFINED 20	
VERIGY LTD	SHS	Y93691106	8	407				
			1	72	SH		DEFINED 9	
			1	65	SH		DEFINED 20	
AAR CORP	COM	000361105	1	137				
			744	40431	SH		DEFINED 9	
			352	19094	SH		DEFINED 20	
ABB LTD	SPONSORED ADR	000375204	1096	59525				
			313	20846	SH		DEFINED 9	
			598	39846	SH		DEFINED 20	
			2	163	SH		DEFINED 8	
ACCO BRANDS CORP	COM	00081T108	913	60855				
			1	235	SH		DEFINED 9	
			0	96	SH		DEFINED 20	
A D C TELECOMMUNICATIONS	COM NEW	000886309	1	331				
			106	19292	SH		DEFINED 9	
			10	1880	SH		DEFINED 20	
ABM INDS INC	COM	000957100	116	21172				
			19	1000	SH		DEFINED 9	
			19	1000				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
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AFLAC INC	COM	001055102	8944 6863 4	195112 149707 87	SH SH SH	DEFINED 9 DEFINED 20 DEFINED 8
AGCO CORP	COM	001084102	15810 31 2	344906 1297 90	SH SH	DEFINED 9 DEFINED 20
AGL RES INC	COM	001204106	33 143 126	1387 4555 4029	SH SH	DEFINED 9 DEFINED 20
AES CORP	COM	00130H105	269 152 22	8584 18462 2703	SH SH	DEFINED 9 DEFINED 20
AK STL HLDG CORP	COM	001547108	174 13	21165 1420	SH	DEFINED 9
AMB PROPERTY CORP	COM	00163T109	13 41 618	1420 1750 26395	SH SH	DEFINED 9 DEFINED 20
AMICAS INC	COM	001712108	659 0 1	28145 160 800	SH SH	DEFINED 9 DEFINED 20
AMN HEALTHCARE SERVICES INC	COM	001744101	2 18	960 2125	SH	DEFINED 9
AMR CORP	COM	001765106	18 13	2125 1256	SH	DEFINED 9
APAC CUSTOMER SERVICES INC	COM	00185E106	13 24 24	1256 20000 20000	SH	DEFINED 20

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PUT/ CALL	INVSTMT DSCRETN	MA
AT&T INC	COM	00206R102	37236 38351 122	1306513 1345656 4295	SH SH SH	DEFINED 9 DEFINED 20 DEFINED 8	

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVTMT DSCRETN	MA
ATMI INC	COM	00207R101	75710 25	2656464 1650	SH		DEFINED 9	
A S DAMPSKIBSSELSKABET TORM	SPONSORED ADR	00208W109	25 12	1650 1100	SH		DEFINED 20	
ATC TECHNOLOGY CORP	COM	00211W104	12 22	1100 1525	SH		DEFINED 9	
AVX CORP NEW	COM	002444107	22 11	1525 1442	SH		DEFINED 9	
AZZ INC	COM	002474104	11 381 72	1442 15163 2862	SH		DEFINED 9 DEFINED 20	
ABAXIS INC	COM	002567105	452 15 17	18025 956 1030	SH		DEFINED 9 DEFINED 20	
ABBOTT LABS	COM	002824100	32 60789 40426 118	1986 1139016 757459 2220	SH		DEFINED 9 DEFINED 20 DEFINED 8	
ABERCROMBIE & FITCH CO	CL A	002896207	101334 17 7 24	1898695 750 283 1033	SH		DEFINED 9 DEFINED 20	

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVTMT DSCRETN	MA
ABERDEEN ASIA PACIFIC INCOM	COM	003009107	188 1807	43717 420222	SH		DEFINED 9 DEFINED 20	
ABERDEEN AUSTRALIA EQTY FD I	COM	003011103	1995 52 14	463939 7200 2000	SH		DEFINED 20 DEFINED 8	
ABERDEEN GLOBAL INCOME FD IN	COM	003013109	67 2 2	9200 241 241	SH		DEFINED 20	

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ABRAXIS BIOSCIENCE INC NEW	COM	00383Y102	3	52	SH	DEFINED	20
			-----	-----			
			3	52			
ACADIA PHARMACEUTICALS INC	COM	004225108	1	1000	SH	DEFINED	9
			-----	-----			
			1	1000			
ACADIA RLTY TR	COM SH BEN INT	004239109	14	965	SH	DEFINED	20
			-----	-----			
			14	965			
ACCELRY S INC	COM	00430U103	3	700	SH	DEFINED	9
			-----	-----			
			3	700			
ACCURAY INC	COM	004397105	87	16925	SH	DEFINED	9
			-----	-----			
			87	16925			
ACERGY S A	SPONSORED ADR	00443E104	144	24915	SH	DEFINED	9
			111	19283	SH	DEFINED	20
			-----	-----			
			255	44198			
ACTIVISION BLIZZARD INC	COM	00507V109	2153	249192	SH	DEFINED	9
			241	27897	SH	DEFINED	20
			-----	-----			
			2394	277089			

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-----	-----	-----	-----	-----	-----	-----	-----	-----
ACUITY BRANDS INC	COM	00508Y102	24	700	SH	DEFINED	9	
			17	498	SH	DEFINED	20	
			-----	-----				
			42	1198				
ADAMS EXPRESS CO	COM	006212104	9	1074	SH	DEFINED	9	
			6	800	SH	DEFINED	20	
			-----	-----				
			15	1874				
ADAPTEC INC	NOTE 0.750%12	00651FAG3	695	7000	SH	DEFINED	9	
			-----	-----				
			695	7000				
ADMINISTAFF INC	COM	007094105	24	1100	SH	DEFINED	9	
			-----	-----				
			24	1100				
ADOBE SYS INC	COM	00724F101	207	9731	SH	DEFINED	9	
			279	13111	SH	DEFINED	20	
			9	400	SH	DEFINED	8	
			-----	-----				
			495	23242				

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ADOLOR CORP	COM	00724X102	17	10000	SH	DEFINED	9
			-----	-----			
			17	10000			
ADVANCE AUTO PARTS INC	COM	00751Y106	135	4000	SH	DEFINED	9
			188	5585	SH	DEFINED	20
			-----	-----			
			323	9585			
ADVANCED SEMICONDUCTOR ENGR	SPONSORED ADR	00756M404	1	315	SH	DEFINED	20
			-----	-----			
			1	315			
ADVANCED MEDICAL OPTICS INC	COM	00763M108	10	1462	SH	DEFINED	9
			-----	-----			
			10	1462			
ADVENT CLAY GBL CONV SEC INC	COM BENE INTER	007639107	12	2000	SH	DEFINED	20
			-----	-----			
			12	2000			

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-----	-----	-----	-----	-----	-----	-----	-----	-----
ADVENT CLAYMORE CV SECS & IN	COM	00764C109	39	3570	SH		DEFINED	9
			-----	-----				
			39	3570				
AECOM TECHNOLOGY CORP DELAWA	COM	00766T100	17	553	SH		DEFINED	9
			11	358	SH		DEFINED	20
			-----	-----				
			28	911				
AEROPOSTALE	COM	007865108	183	11388	SH		DEFINED	9
			29	1796	SH		DEFINED	20
			-----	-----				
			212	13184				
ADVANCED MICRO DEVICES INC	COM	007903107	5	2525	SH		DEFINED	9
			1	500	SH		DEFINED	20
			-----	-----				
			7	3025				
AEGON N V	NY REGISTRY SH	007924103	178	29463	SH		DEFINED	9
			224	36955	SH		DEFINED	20
			-----	-----				
			402	66418				
ADVANCED ENERGY INDS	COM	007973100	19	1900	SH		DEFINED	9
			-----	-----				
			19	1900				
ADVENT SOFTWARE INC	COM	007974108	54	2691	SH		DEFINED	9
			148	7399	SH		DEFINED	20
			-----	-----				
			202	10090				

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AEROVIRONMENT INC	COM	008073108	4	100	SH	DEFINED	8
			-----	-----			
			4	100			
AETNA INC NEW	COM	00817Y108	98	3440	SH	DEFINED	9
			136	4788	SH	DEFINED	20
			-----	-----			
			235	8228			
AFFILIATED COMPUTER SERVICES	CL A	008190100	309	6720	SH	DEFINED	9
			285	6197	SH	DEFINED	20
			-----	-----			
			594	12917			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
AFFILIATED MANAGERS GROUP	COM	008252108	114	2719	SH		DEFINED	9
			-----	-----				
			114	2719				
AFFYMETRIX INC	COM	00826T108	1	176	SH		DEFINED	9
			-----	-----				
			1	176				
AGILENT TECHNOLOGIES INC	COM	00846U101	290	18548	SH		DEFINED	9
			17	1100	SH		DEFINED	20
			-----	-----				
			307	19648				
AGNICO EAGLE MINES LTD	COM	008474108	87	1700	SH		DEFINED	9
			-----	-----				
			87	1700				
AGREE REALTY CORP	COM	008492100	95	5243	SH		DEFINED	20
			-----	-----				
			95	5243				
AGRIUM INC	COM	008916108	245	7164	SH		DEFINED	9
			178	5215	SH		DEFINED	20
			-----	-----				
			422	12379				
AIR PRODS & CHEMS INC	COM	009158106	12305	244779	SH		DEFINED	9
			7662	152423	SH		DEFINED	20
			17	340	SH		DEFINED	8
			-----	-----				
			19985	397542				
AIR TRANSPORT SERVICES GRP I	COM	00922R105	0	1800	SH		DEFINED	20
			-----	-----				
				1800				
AIRGAS INC	COM	009363102	16	402	SH		DEFINED	20
			-----	-----				
			16	402				

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AIRVANA INC	COM	00950V101	13	2200	SH	DEFINED	20
			-----	-----			
			13	2200			

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-----	-----	-----	-----	-----	-----	-----	-----	-----
AKAMAI TECHNOLOGIES INC	COM	00971T101	241	15940	SH		DEFINED	9
			208	13753	SH		DEFINED	20
			-----	-----				
ALBANY INTL CORP	NOTE 2.250% 3	012348AC2	448	29693				
			167	3000	SH		DEFINED	9
			-----	-----				
ALBANY INTL CORP	CL A	012348108	167	3000				
			102	7979	SH		DEFINED	9
			10	814	SH		DEFINED	20
			-----	-----				
ALBEMARLE CORP	COM	012653101	113	8793				
			97	4368	SH		DEFINED	9
			212	9526	SH		DEFINED	20
			-----	-----				
ALBERTO CULVER CO NEW	COM	013078100	310	13894				
			420	17137	SH		DEFINED	9
			433	17675	SH		DEFINED	20
			-----	-----				
ALCOA INC	COM	013817101	853	34812				
			1791	159018	SH		DEFINED	9
			1258	111704	SH		DEFINED	20
			1	100	SH		DEFINED	8
			-----	-----				
ALCATEL-LUCENT	SPONSORED ADR	013904305	3049	270822				
			218	101381	SH		DEFINED	9
			1	517	SH		DEFINED	20
			0	214	SH		DEFINED	8
			-----	-----				
ALEXANDER & BALDWIN INC	COM	014482103	220	102112				
			159	6349	SH		DEFINED	9
			223	8905	SH		DEFINED	20
			-----	-----				
ALEXANDRIA REAL ESTATE EQ IN	COM	015271109	382	15254				
			14	238	SH		DEFINED	20
			-----	-----				
			14	238				

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ALEXION PHARMACEUTICALS INC	COM	015351109	1689	46672	SH		DEFINED 9	
			213	5895	SH		DEFINED 20	
			1902	52567				
ALLEGHANY CORP DEL	COM	017175100	90	318	SH		DEFINED 9	
			243	862	SH		DEFINED 20	
			333	1180				
ALLEGHENY ENERGY INC	COM	017361106	468	13835	SH		DEFINED 9	
			16	468	SH		DEFINED 20	
			484	14303				
ALLEGHENY TECHNOLOGIES INC	COM	01741R102	6	219	SH		DEFINED 9	
			150	5872	SH		DEFINED 20	
			156	6091				
ALLERGAN INC	NOTE 1.500% 4	018490AL6	5507	55000	SH		DEFINED 9	
			5507	55000				
ALLERGAN INC	COM	018490102	347	8618	SH		DEFINED 9	
			197	4877	SH		DEFINED 20	
			544	13495				
ALLETE INC	COM NEW	018522300	30	925	SH		DEFINED 9	
			17	525	SH		DEFINED 20	
			47	1450				
ALLIANCE CALIF MUN INCOME FD	COM	018546101	0	29	SH		DEFINED 9	
				29				
ALLIANCE DATA SYSTEMS CORP	COM	018581108	201	4322	SH		DEFINED 9	
			34	722	SH		DEFINED 20	
			235	5044				
ALLIANCEBERNSTEIN NATL MUNI	COM	01864U106	11	1204	SH		DEFINED 9	
			11	1204				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
ALLIANCE RES PARTNER L P	UT LTD PART	01877R108	35	1300	SH		DEFINED	20
			35	1300				
ALLIANCEBERNSTEIN GBL HGH IN	COM	01879R106	31	4055	SH		DEFINED	9
			56	7419	SH		DEFINED	20
			87	11474				
ALLIANT ENERGY CORP	COM	018802108	70	2406	SH		DEFINED	9
			39	1328	SH		DEFINED	20
			109	3734				
ALLIANT TECHSYSTEMS INC	NOTE 2.750% 2	018804AH7	4799	42000	SH		DEFINED	9
			4799	42000				
ALLIANT TECHSYSTEMS INC	COM	018804104	465	5426	SH		DEFINED	9
			301	3504	SH		DEFINED	20
			766	8930				
ALLIANZ SE	SP ADR 1/10 SH	018805101	50	4657	SH		DEFINED	9
			60	5548	SH		DEFINED	20
			111	10205				
ALLIANCEBERNSTEIN INCOME FUN	COM	01881E101	28	3991	SH		DEFINED	9
			191	26975	SH		DEFINED	20
			219	30966				
ALLIANCEBERNSTEIN HOLDING LP	UNIT LTD PARTN	01881G106	79	3800	SH		DEFINED	9
			143	6860	SH		DEFINED	20
			222	10660				
ALLIED CAP CORP NEW	COM	01903Q108	1	500	SH		DEFINED	9
			0	150	SH		DEFINED	20
			2	650				
ALLIED IRISH BKS P L C	SPON ADR ORD	019228402	3	605	SH		DEFINED	9
			3	605				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
ALLSCRIPT MISYS HEALTHCAR SOL	COM	01988P108	23	2278	SH		DEFINED	9
			28	2851	SH		DEFINED	20
ALLSTATE CORP	COM	020002101	51	5129				
			3749	114450	SH		DEFINED	9
			8199	250267	SH		DEFINED	20
			2	50	SH		DEFINED	8
			11950	364767				
ALMOST FAMILY INC	COM	020409108	54	1200	SH		DEFINED	9
			54	1200				
ALPHA NATURAL RESOURCES INC	COM	02076X102	15	897	SH		DEFINED	20
			15	897				
ALPINE GLOBAL PREMIER PPTYS	COM SBI	02083A103	10	2418	SH		DEFINED	9
			16	4000	SH		DEFINED	20
ALPINE TOTAL DYNAMIC DIVID F	COM SBI	021060108	25	6418				
			1	200	SH		DEFINED	20
ALTERA CORP	COM	021441100	1	200				
			803	48069	SH		DEFINED	9
			2230	133461	SH		DEFINED	20
			3033	181530				
ALTRIA GROUP INC	COM	02209S103	6086	404109	SH		DEFINED	9
			14739	978665	SH		DEFINED	20
			2	150	SH		DEFINED	8
ALZA CORP	SDCV	7 02261WAB5	20827	1382924				
			2321	26000	SH		DEFINED	9
			2321	26000				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
AMAZON COM INC	COM	023135106	803	15667	SH		DEFINED	9

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				548	10686	SH	DEFINED	20
				3	62	SH	DEFINED	8
				-----	-----			
				1355	26415			
AMDOCS LTD	NOTE	0.500% 3	02342TAD1	3950	40000	SH	DEFINED	9
				99	1000	SH	DEFINED	20
				-----	-----			
				4049	41000			
AMEDISYS INC	COM		023436108	388	9386	SH	DEFINED	9
				61	1464	SH	DEFINED	20
				-----	-----			
				449	10850			
AMEREN CORP	COM		023608102	69	2073	SH	DEFINED	9
				303	9104	SH	DEFINED	20
				-----	-----			
				372	11177			
AMERICA FIRST TAX EX IVS L P	BEN UNIT CTF		02364V107	0	83	SH	DEFINED	9
				7	1500	SH	DEFINED	20
				-----	-----			
				8	1583			
AMERICA MOVIL SAB DE CV	SPON ADR L SHS		02364W105	113	3646	SH	DEFINED	9
				173	5582	SH	DEFINED	20
				-----	-----			
				286	9228			
AMCORE FINL INC	COM		023912108	61	16876	SH	DEFINED	20
				-----	-----			
				61	16876			
AMERICAN AXLE & MFG HLDGS IN	COM		024061103	118	40830	SH	DEFINED	20
				-----	-----			
				118	40830			
AMERICAN CAP LTD	COM		02503Y103	52	15899	SH	DEFINED	9
				57	17625	SH	DEFINED	20
				5	1500	SH	DEFINED	8
				-----	-----			
				113	35024			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVTMT DSCRETN	MA
AMERICAN COMMERCIAL LINES	COM NEW	025195207	0	66	SH		DEFINED	9
			-----	-----				
				66				
AMERICAN EAGLE OUTFITTERS NE	COM	02553E106	236	25189	SH		DEFINED	9
			150	16078	SH		DEFINED	20
			-----	-----				
			386	41267				

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AMERICAN ELEC PWR INC	COM	025537101	2772	83283	SH	DEFINED	9
			1292	38826	SH	DEFINED	20
			3	89	SH	DEFINED	8
			4067	122198			
AMERICAN EXPRESS CO	COM	025816109	1451	78247	SH	DEFINED	9
			638	34371	SH	DEFINED	20
			1	73	SH	DEFINED	8
			2090	112691			
AMERICAN FINL GROUP INC OHIO	COM	025932104	56	2466	SH	DEFINED	9
			56	2466			
AMERICAN GREETINGS CORP	CL A	026375105	8	1000	SH	DEFINED	9
			8	1000			
AMERICAN INCOME FD INC	COM	02672T109	58	10000	SH	DEFINED	9
			58	10000			
AMERICAN INTL GROUP INC	COM	026874107	252	160718	SH	DEFINED	9
			54	34322	SH	DEFINED	20
			0	40	SH	DEFINED	8
			306	195080			
AMERICAN MED SYS HLDGS INC	COM	02744M108	4	500	SH	DEFINED	9
			43	4811	SH	DEFINED	20
			48	5311			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
AMERICAN MUN INCOME PORTFOLI	COM	027649102	23	2788	SH		DEFINED	20
			23	2788				
AMERICAN PUBLIC EDUCATION IN	COM	02913V103	583	15670	SH		DEFINED	9
			94	2525	SH		DEFINED	20
			677	18195				
AMERICAN REPROGRAPHICS CO	COM	029263100	16	2316	SH		DEFINED	9
			16	2316				
AMERICAN SCIENCE & ENGR INC	COM	029429107	33	450	SH		DEFINED	9
			7	100	SH		DEFINED	20
			41	550				

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AMERICAN SOFTWARE INC	CL A	029683109	5	1000	SH	DEFINED	9
			-----	-----			
			5	1000			
AMERICAN STS WTR CO	COM	029899101	10	300	SH	DEFINED	9
			-----	-----			
			10	300			
AMERICAN TOWER CORP	CL A	029912201	1217	41503	SH	DEFINED	9
			678	23132	SH	DEFINED	20
			-----	-----			
			1895	64635			
AMERN STRATEGIC INCOME PTFL	COM	030099105	55	6509	SH	DEFINED	9
			-----	-----			
			55	6509			
AMERICAN SUPERCONDUCTOR CORP	COM	030111108	57	3500	SH	DEFINED	9
			-----	-----			
			57	3500			
AMERICAN WTR WKS CO INC NEW	COM	030420103	3	158	SH	DEFINED	9
			-----	-----			
			3	158			
AMERICREDIT CORP	COM	03060R101	0	1	SH	DEFINED	9
			-----	-----			
				1			

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AMERISTAR CASINOS INC	COM	03070Q101	1	144	SH		DEFINED	9
			-----	-----				
			1	144				
AMERON INTL INC	COM	030710107	0	6	SH		DEFINED	20
			-----	-----				
				6				
AMERISOURCEBERGEN CORP	COM	03073E105	322	9036	SH		DEFINED	9
			54	1521	SH		DEFINED	20
			-----	-----				
			376	10557				
AMERIPRISE FINL INC	COM	03076C106	456	19531	SH		DEFINED	9
			194	8308	SH		DEFINED	20
			-----	-----				
			650	27839				
AMERIGAS PARTNERS L P	UNIT L P INT	030975106	20	700	SH		DEFINED	9
			-----	-----				
			20	700				
AMGEN INC	NOTE 0.375% 2	031162AQ3	7705	81000	SH		DEFINED	9
			-----	-----				
			7705	81000				

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AMGEN INC	COM	031162100	15848	274419	SH	DEFINED 9
			10038	173808	SH	DEFINED 20
			25885	448227		
AMPAL AMERN ISRAEL CORP	CL A	032015109	0	250	SH	DEFINED 9
				250		
AMPHENOL CORP NEW	CL A	032095101	41	1692	SH	DEFINED 9
			1	57	SH	DEFINED 20
			42	1749		
AMYLIN PHARMACEUTICALS INC	COM	032346108	8	700	SH	DEFINED 9
			4	400	SH	DEFINED 20
			12	1100		

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ANADARKO PETE CORP	COM	032511107	3325	86245	SH		DEFINED 9	
			2849	73901	SH		DEFINED 20	
			39	1000	SH		DEFINED 8	
			6212	161146				
ANALOG DEVICES INC	COM	032654105	608	31942	SH		DEFINED 9	
			301	15833	SH		DEFINED 20	
			909	47775				
ANALOGIC CORP	COM PAR \$0.05	032657207	12	450	SH		DEFINED 9	
			12	450				
ANDERSONS INC	COM	034164103	34	2093	SH		DEFINED 9	
			34	2093				
ANGIODYNAMICS INC	COM	03475V101	35	2536	SH		DEFINED 9	
			38	2742	SH		DEFINED 20	
			72	5278				
ANGLO AMERN PLC	ADR NEW	03485P201	3032	260919	SH		DEFINED 9	
			648	55770	SH		DEFINED 20	
			2	211	SH		DEFINED 8	
			3682	316900				
ANGIOTECH PHARMACEUTICALS IN	COM	034918102	1	2000	SH		DEFINED 9	
			1	2000				

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ANGLOGOLD ASHANTI LTD	SPONSORED ADR	035128206	19	700	SH	DEFINED	20
			-----	-----			
			19	700			
ANIXTER INTL INC	NOTE 1.000% 2	035290AJ4	2183	35000	SH	DEFINED	9
			-----	-----			
			2183	35000			
ANIXTER INTL INC	COM	035290105	1	48	SH	DEFINED	9
			-----	-----			
			1	48			

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ANNALY CAP MGMT INC	COM	035710409	94	5902	SH	DEFINED	9
			-----	-----			
			262	16528	SH	DEFINED	20
ANNTAYLOR STORES CORP	COM	036115103	356	22430			
			-----	-----			
			6	1075	SH	DEFINED	9
			0	10	SH	DEFINED	20
ANSYS INC	COM	03662Q105	6	1085			
			-----	-----			
			617	22125	SH	DEFINED	9
			203	7279	SH	DEFINED	20
ANWORTH MORTGAGE ASSET CP	COM	037347101	820	29404			
			-----	-----			
			7	1025	SH	DEFINED	9
AON CORP	COM	037389103	7	1025			
			-----	-----			
			496	10854	SH	DEFINED	9
			729	15966	SH	DEFINED	20
APACHE CORP	COM	037411105	1225	26820			
			-----	-----			
			8753	117447	SH	DEFINED	9
			7633	102411	SH	DEFINED	20
			14	184	SH	DEFINED	8
APARTMENT INVT & MGMT CO	CL A	03748R101	16400	220042			
			-----	-----			
			6	483	SH	DEFINED	9
			3	292	SH	DEFINED	20
APOGEE ENTERPRISES INC	COM	037598109	9	775			
			-----	-----			
			1	69	SH	DEFINED	9
APOLLO GROUP INC	CL A	037604105	1	69			
			-----	-----			
			797	10398	SH	DEFINED	9
			237	3098	SH	DEFINED	20

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APOLLO INVT CORP	COM	03761U106	128	13758	SH		DEFINED	9
			10	1110	SH		DEFINED	20
APPLE INC	COM	037833100	138	14868				
			15230	178443	SH		DEFINED	9
			5337	62527	SH		DEFINED	20
			11	126	SH		DEFINED	8
APPLIED INDL TECHNOLOGIES IN	COM	03820C105	20578	241096				
			7	382	SH		DEFINED	9
APPLIED MATLS INC	COM	038222105	7	382				
			2558	252527	SH		DEFINED	9
			1368	135046	SH		DEFINED	20
APTARGROUP INC	COM	038336103	3926	387573				
			25	722	SH		DEFINED	9
AQUA AMERICA INC	COM	03836W103	25	722				
			83	4044	SH		DEFINED	9
			23	1109	SH		DEFINED	20
ARACRUZ CELULOSE S A	SPON ADR PFD B	038496204	106	5153				
			6	562	SH		DEFINED	20
ARCH CHEMICALS INC	COM	03937R102	6	562				
			1	52	SH		DEFINED	9
			3	100	SH		DEFINED	20
ARCELORMITTAL SA LUXEMBOURG	NY REGISTRY SH	03938L104	4	152				
			24	966	SH		DEFINED	9
			1	43	SH		DEFINED	20
			25	1009				

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ARCH COAL INC	COM	039380100	25	1552	SH	DEFINED	9
			41	2529	SH	DEFINED	20
			66	4081			
ARCHER DANIELS MIDLAND CO	NOTE 0.875% 2	039483AW2	6923	71000	SH	DEFINED	9
			6923	71000			
ARCHER DANIELS MIDLAND CO	COM	039483102	672	23324	SH	DEFINED	9
			1157	40122	SH	DEFINED	20
			3	97	SH	DEFINED	8
			1832	63543			
ARES CAP CORP	COM	04010L103	16	2500	SH	DEFINED	20
			16	2500			
ARKANSAS BEST CORP DEL	COM	040790107	16	525	SH	DEFINED	9
			2	76	SH	DEFINED	20
			18	601			
ARRIS GROUP INC	COM	04269Q100	6	741	SH	DEFINED	9
			6	741			
ARROW ELECTRS INC	COM	042735100	1	60	SH	DEFINED	20
			1	60			
ART TECHNOLOGY GROUP INC	COM	04289L107	190	98346	SH	DEFINED	9
			29	15100	SH	DEFINED	20
			219	113446			
ARVINMERITOR INC	COM	043353101	6	2000	SH	DEFINED	20
			6	2000			
ASCENT MEDIA CORP	COM SER A	043632108	1	33	SH	DEFINED	9
			1	46	SH	DEFINED	20
			2	79			

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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	PUT/ CALL	INVSTMT DSCRETN	MA
ASHLAND INC NEW	COM	044209104	135	12846	SH		DEFINED 9	
			23	2170	SH		DEFINED 20	
			-----	-----				
ASIA TIGERS FD INC	COM	04516T105	158	15016				
			6	515	SH		DEFINED 20	
			-----	-----				
ASSOCIATED BANC CORP	COM	045487105	6	515				
			368	17578	SH		DEFINED 9	
			-----	-----				
ASSURANT INC	COM	04621X108	411	19650	SH		DEFINED 20	
			779	37228				
			-----	-----				
ASTEC INDS INC	COM	046224101	164	5479	SH		DEFINED 9	
			19	624	SH		DEFINED 20	
			-----	-----				
ASTORIA FINL CORP	COM	046265104	183	6103				
			24	775	SH		DEFINED 9	
			-----	-----				
ASTRAZENECA PLC	SPONSORED ADR	046353108	24	775				
			229	13915	SH		DEFINED 9	
			-----	-----				
ASTRAZENECA PLC	SPONSORED ADR	046353108	213	12938	SH		DEFINED 20	
			443	26853				
			-----	-----				
ATHEROS COMMUNICATIONS INC	COM	04743P108	720	17536	SH		DEFINED 9	
			981	23912	SH		DEFINED 20	
			-----	-----				
ATHEROS COMMUNICATIONS INC	COM	04743P108	5	111	SH		DEFINED 8	
			1705	41559				
			-----	-----				
ATHEROS COMMUNICATIONS INC	COM	04743P108	282	19724	SH		DEFINED 9	
			46	3202	SH		DEFINED 20	
			-----	-----				
ATLANTIC TELE NETWORK INC	COM NEW	049079205	328	22926				
			2	61	SH		DEFINED 9	
			-----	-----				
ATLAS ENERGY RESOURCES LLC	COM	049303100	2	61				
			1	100	SH		DEFINED 9	
			-----	-----				
			1	100				

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FORM 13F
NAME OF REPORTING MANAGER:FIFTH THIRD BANCORP

VALUE SHARES/ SH/ PUT/ INVSTMT

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	(X\$1000)	PRN	AMT	PRN	CALL	DSCRETN	MA
ATLAS PIPELINE PARTNERS LP	UNIT L P INT	049392103	3	500	SH			DEFINED	20
ATMEL CORP	COM	049513104	7	2242	SH			DEFINED	9
ATMOS ENERGY CORP	COM	049560105	27	1150	SH			DEFINED	20
ATRION CORP	COM	049904105	29	300	SH			DEFINED	9
ATWOOD OCEANICS INC	COM	050095108	266	17390	SH			DEFINED	9
			448	29306	SH			DEFINED	20
AUTODESK INC	COM	052769106	720	36639	SH			DEFINED	9
			696	35437	SH			DEFINED	20
AUTOLIV INC	COM	052800109	12	578	SH			DEFINED	9
			14	664	SH			DEFINED	20
AUTOMATIC DATA PROCESSING IN	COM	053015103	27187	691080	SH			DEFINED	9
			14496	368475	SH			DEFINED	20
			10	258	SH			DEFINED	8
AUTONATION INC	COM	05329W102	2	236	SH			DEFINED	9
			1	135	SH			DEFINED	20
AUTOZONE INC	COM	053332102	86	615	SH			DEFINED	9
			43	306	SH			DEFINED	20
			128	921					

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN	SH/ AMT	PUT/ PRN	CALL	INVSTMT DSCRETN	MA
AVALONBAY CMNTYS INC	COM	053484101	37	615	SH			DEFINED	9
			18	300	SH			DEFINED	20

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AVERY DENNISON CORP	COM	053611109	55	915				
			519	15846	SH	DEFINED	9	
			94	2883	SH	DEFINED	20	
			7	200	SH	DEFINED	8	
AVIGEN INC	COM	053690103	620	18929				
			0	200	SH	DEFINED	9	
AVIS BUDGET GROUP	COM	053774105		200				
			0	12	SH	DEFINED	9	
			0	50	SH	DEFINED	20	
AVISTA CORP	COM	05379B107		62				
			232	11970	SH	DEFINED	9	
			5	252	SH	DEFINED	20	
AVNET INC	DBCV	2.000% 3	053807AL7	237	12222			
				590	6000	SH	DEFINED	9
AVNET INC	COM	053807103	590	6000				
			257	14100	SH	DEFINED	9	
			75	4093	SH	DEFINED	20	
AVOCENT CORP	COM	053893103		331	18193			
			1	61	SH	DEFINED	9	
AVON PRODS INC	COM	054303102	1	61				
			166	6910	SH	DEFINED	9	
			336	13979	SH	DEFINED	20	
			502	20889				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
AXA	SPONSORED ADR	054536107	435	19340	SH		DEFINED	9
			863	38412	SH	DEFINED	20	
			4	185	SH	DEFINED	8	
AXCELIS TECHNOLOGIES INC	COM	054540109	1302	57937				
			1	1079	SH	DEFINED	9	
AXSYS TECHNOLOGIES INC	COM	054615109	1	1079				
			310	5642	SH	DEFINED	9	
			49	899	SH	DEFINED	20	

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/PRN	SH/AMT	PUT/CALL	INVTMT	MA
BB&T CORP	COM	054937107	359	6541				
			2656	96731	SH	DEFINED	9	
			7932	288859	SH	DEFINED	20	
			9	327	SH	DEFINED	8	
BGC PARTNERS INC	CL A	05541T101	10597	385917				
			175	63256	SH	DEFINED	9	
			27	9739	SH	DEFINED	20	
BHP BILLITON PLC	SPONSORED ADR	05545E209	201	72995				
			12	323	SH	DEFINED	20	
BJS WHOLESALE CLUB INC	COM	05548J106	12	323				
			6	175	SH	DEFINED	9	
			3	100	SH	DEFINED	20	
BJ SVCS CO	COM	055482103	9	275				
			45	3866	SH	DEFINED	9	
			498	42631	SH	DEFINED	20	
BOK FINL CORP	COM NEW	05561Q201	543	46497				
			29	712	SH	DEFINED	9	
			29	712				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/PRN	SH/AMT	PUT/CALL	INVTMT	MA
BP PLC	SPONSORED ADR	055622104	26296	562591	SH		DEFINED	9
			16190	346383	SH	DEFINED	20	
			60	1280	SH	DEFINED	8	
			42545	910254				
BP PRUDHOE BAY RTY TR	UNIT BEN INT	055630107	330	4500	SH		DEFINED	9
			396	5400	SH	DEFINED	20	
						726	9900	
BRE PROPERTIES INC	CL A	05564E106	11	400	SH	DEFINED	9	
BT GROUP PLC	ADR	05577E101	11	400				
			23	1131	SH	DEFINED	9	
						23	1131	
BMC SOFTWARE INC	COM	055921100	706	26251	SH	DEFINED	9	
			297	11051	SH	DEFINED	20	

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/PRN AMT	SH/PRN CALL	PUT/INVTMT DSCRETN
BAIDU COM INC	SPON ADR REP A	056752108	1004	37302		
			38	289	SH	DEFINED 9
			7	50	SH	DEFINED 20
BAKER HUGHES INC	COM	057224107	44	339		
			373	11627	SH	DEFINED 9
			329	10271	SH	DEFINED 20
BALDOR ELEC CO	COM	057741100	702	21898		
			205	11464	SH	DEFINED 9
			24	1370	SH	DEFINED 20
BALL CORP	COM	058498106	229	12834		
			18	423	SH	DEFINED 9
			21	500	SH	DEFINED 20
			3	72	SH	DEFINED 8
			41	995		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/PRN AMT	SH/PRN CALL	PUT/INVTMT DSCRETN
BALLARD PWR SYS INC	COM	05858H104	0	50	SH	DEFINED 20
				50		
BALLY TECHNOLOGIES INC	COM	05874B107	84	3491	SH	DEFINED 9
			35	1452	SH	DEFINED 20
BANCFIRST CORP	COM	05945F103	119	4943		
			293	5534	SH	DEFINED 9
BANCO BILBAO VIZCAYA ARGENTA	SPONSORED ADR	05946K101	415	7844	SH	DEFINED 20
			708	13378		
			258	20695	SH	DEFINED 9
BANCO BRADESCO S A	SP ADR PFD NEW	059460303	4131	330756	SH	DEFINED 20
			4	322	SH	DEFINED 8
			4394	351773		
			55	5523	SH	DEFINED 9
BANCO SANTANDER SA	ADR	05964H105	459	46509	SH	DEFINED 20
			3	341	SH	DEFINED 8
			517	52373		
			412	43397	SH	DEFINED 9
			306	32203	SH	DEFINED 20

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVTMT DSCRETN	MA
BANCOLOMBIA S A	SPON ADR PEF	05968L102	717 0	75600 10	SH		DEFINED	20
BANK OF AMERICA CORPORATION	COM	060505104	13274 8109 40	942783 575920 2850	SH		DEFINED	9 20 8
BANK HAWAII CORP	COM	062540109	21423 30	1521553 660	SH		DEFINED	20
			30	660				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVTMT DSCRETN	MA
BANK KY FINL CORP	COM	062896105	2 88	100 4032	SH		DEFINED	9 20
BANK OF THE OZARKS INC	COM	063904106	90 30	4132 1000	SH		DEFINED	9
BANK OF NEW YORK MELLON CORP	COM	064058100	30 19619 5385 11	1000 692502 190068 385	SH		DEFINED	9 20 8
BANK NOVA SCOTIA HALIFAX	COM	064149107	25014 10	882955 350	SH		DEFINED	9
BANK OF THE CAROLINES CORP	COM	06425J102	10 5	350 1059	SH		DEFINED	9
BANKRATE INC	COM	06646V108	5 58 25	1059 1528 647	SH		DEFINED	9 20
BARCLAYS BK PLC	DJAIG CMDT ETN	06738C778	83 136 2023	2175 3874 57498	SH		DEFINED	9 20
BARCLAYS PLC	ADR	06738E204	2160 20 41	61372 2083 4155	SH		DEFINED	9 20

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BARD C R INC	COM	067383109	61 376 760	6238 4462 SH 9016 SH	DEFINED 9 DEFINED 20
BARCLAYS BK PLC	IPMS INDIA ETN	06739F291	1136 1 1	13478 40 SH 40	DEFINED 20

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DCRETN	MA
BARCLAYS BK PLC	ADR 2 PEF 2	06739F390	5	400	SH		DEFINED 9	
BARCLAYS BANK PLC	ETN IPH AGRI	06739H206	50	1250	SH		DEFINED 20	
BARCLAYS BANK PLC	ADR PFD SR 5	06739H362	45	3020	SH		DEFINED 20	
BARCLAYS BANK PLC	CARRY ETN 38	06739H412	24	550	SH		DEFINED 9	
BARCLAYS BANK PLC	ADS7.75%PFD S4	06739H511	15	1000	SH		DEFINED 20	
BARCLAYS BANK PLC	SP ADR 7.1%PF3	06739H776	22	1600	SH		DEFINED 9	
BARE ESCENTUALS INC	COM	067511105	27	2000	SH		DEFINED 9	
BARRICK GOLD CORP	COM	067901108	59	1600	SH		DEFINED 9	
BARR PHARMACEUTICALS INC	COM	068306109	106	2892	SH		DEFINED 9	
BAXTER INTL INC	COM	071813109	10	153	SH		DEFINED 9	
			6437	120122	SH		DEFINED 9	
			1424	26577	SH		DEFINED 20	
			7862	146699				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
BE AEROSPACE INC	COM	073302101	258	33550	SH		DEFINED 9	
			47	6137	SH		DEFINED 20	
			-----	-----				
BEACH FIRST NATL BANCSHARES	COM	073334104	305	39687				
			4	1575	SH		DEFINED 9	
			-----	-----				
BEACON ROOFING SUPPLY INC	COM	073685109	4	1575				
			31	2220	SH		DEFINED 9	
			-----	-----				
BECKMAN COULTER INC	NOTE 2.500%12	075811AD1	64	4588				
			4307	46000	SH		DEFINED 9	
			-----	-----				
BECKMAN COULTER INC	COM	075811109	4307	46000				
			382	8698	SH		DEFINED 9	
			-----	-----				
BECTON DICKINSON & CO	COM	075887109	339	7722	SH		DEFINED 20	
			722	16420				
			-----	-----				
BED BATH & BEYOND INC	COM	075896100	11993	175367	SH		DEFINED 9	
			18576	271615	SH		DEFINED 20	
			-----	-----				
BELDEN INC	COM	077454106	11	160	SH		DEFINED 8	
			30580	447142				
			-----	-----				
BEMIS INC	COM	081437105	18	709	SH		DEFINED 9	
			36	1400	SH		DEFINED 20	
			-----	-----				
BEMIS INC	COM	081437105	54	2109				
			107	5133	SH		DEFINED 9	
			-----	-----				
BEMIS INC	COM	081437105	64	3074	SH		DEFINED 20	
			171	8207				
			-----	-----				
BEMIS INC	COM	081437105	163	6901	SH		DEFINED 9	
			36	1500	SH		DEFINED 20	
			-----	-----				
			199	8401				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
BENCHMARK ELECTRS INC	COM	08160H101	265	20736	SH		DEFINED 9	
			324	25394	SH		DEFINED 20	
BERKLEY W R CORP	COM	084423102	589	46130				
			621	20047	SH		DEFINED 9	
BERKSHIRE HATHAWAY INC DEL	CL A	084670108	326	10531	SH		DEFINED 20	
			948	30578				
BERKSHIRE HATHAWAY INC DEL	CL A	084670108	0	37	SH		DEFINED 9	
			0	11	SH		DEFINED 20	
BERKSHIRE HATHAWAY INC DEL	CL B	084670207	48					
			1572	489	SH		DEFINED 9	
BEST BUY INC	SDCV 2.250% 1	086516AF8	5894	1834	SH		DEFINED 20	
			7466	2323				
BEST BUY INC	COM	086516101	3749	42000	SH		DEFINED 9	
			3749	42000				
BEST BUY INC	COM	086516101	2755	98012	SH		DEFINED 9	
			2310	82194	SH		DEFINED 20	
BHP BILLITON LTD	SPONSORED ADR	088606108	5066	180206				
			87	2020	SH		DEFINED 9	
BIG 5 SPORTING GOODS CORP	COM	08915P101	594	13841	SH		DEFINED 20	
			680	15861				
BIG LOTS INC	COM	089302103	7	1250	SH		DEFINED 9	
			7	1250				
BIO RAD LABS INC	COM	089302103	23	1576	SH		DEFINED 9	
			23	1576				
BIO RAD LABS INC	CL A	090572207	211	2798	SH		DEFINED 9	
			196	2607	SH		DEFINED 20	
			407	5405				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
BIOMARIN PHARMACEUTICAL INC	COM	09061G101	361	20282	SH		DEFINED 9	
			44	2458	SH		DEFINED 20	
			-----	-----				
BIOGEN IDEC INC	COM	09062X103	405	22740				
			198	4153	SH		DEFINED 9	
			-----	-----				
BIOTECH HOLDRS TR	DEPOSTRY RCPTS	09067D201	87	1830	SH		DEFINED 20	
			285	5983				
			-----	-----				
BIOVAIL CORP	COM	09067J109	17	100	SH		DEFINED 9	
			26	150	SH		DEFINED 20	
			-----	-----				
BLACK & DECKER CORP	COM	091797100	43	250				
			19	2052	SH		DEFINED 9	
			-----	-----				
BLACK HILLS CORP	COM	092113109	39	4114	SH		DEFINED 20	
			58	6166				
			-----	-----				
BLACKROCK NJ INVT QUALITY MU	COM	09247C107	174	4166	SH		DEFINED 9	
			1	28	SH		DEFINED 20	
			-----	-----				
BLACKROCK NJ INVT QUALITY MU	COM	09247C107	175	4194				
			20	747	SH		DEFINED 9	
			-----	-----				
BLACKROCK INVT QUALITY MUN T	COM	09247D105	30	1125	SH		DEFINED 20	
			50	1872				
			-----	-----				
BLACKROCK INVT QUALITY MUN T	COM	09247D105	23	3050	SH		DEFINED 20	
			23	3050				
			-----	-----				
BLACKROCK INCOME TR INC	COM	09247F100	29	3400				
			71	12000	SH		DEFINED 9	
			-----	-----				
BLACKROCK INC	COM	09247X101	71	12000				
			2198	16381	SH		DEFINED 9	
			-----	-----				
			401	2990	SH		DEFINED 20	
			-----	-----				
			2599	19371				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
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BLACKROCK INSD MUN TERM TR I	COM	092474105	10	1000	SH	DEFINED	9
			10	1000			
BLACKROCK INCOME OPP TRUST I	COM	092475102	85	10000	SH	DEFINED	9
			12	1415	SH	DEFINED	20
			96	11415			
BLACKROCK CALIF MUN INCOME T	SH BEN INT	09248E102	0	46	SH	DEFINED	9
				46			
BLACKROCK MUN INCOME TR	SH BEN INT	09248F109	25	3058	SH	DEFINED	9
			12	1450	SH	DEFINED	20
			37	4508			
BLACKROCK MUNIC INCM INVST T	SH BEN INT	09248H105	10	1000	SH	DEFINED	20
			10	1000			
BLACKROCK N Y MUN INCOME TR	SH BEN INT	09248L106	0	40	SH	DEFINED	9
				40			
BLACKROCK STRATEGIC MUN TR	COM	09248T109	6	700	SH	DEFINED	9
			8	1000	SH	DEFINED	20
			14	1700			
BLACKROCK MUNICIPAL BOND TR	COM	09249H104	0	33	SH	DEFINED	9
				33			
BLACKROCK MUNI INCOME TR II	COM	09249N101	1	88	SH	DEFINED	9
			12	1276	SH	DEFINED	20
			12	1364			
BLACKROCK LTD DURATION INC T	COM SHS	09249W101	8	750	SH	DEFINED	9
			8	750			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
BLACKROCK MUN 2020 TERM TR	COM SHS	09249X109	25	2400	SH		DEFINED	20
			25	2400				
BLACKROCK STRAT DIVD ACHIEVE	COM	09249Y107	27	3300	SH		DEFINED	20
			27	3300				

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BLACKROCK S&P QLTY RK EQ MD	SHS BEN INT	09250D109	6	590	SH	DEFINED	20
			6	590			
BLACKROCK DIVID ACHIEVRS TM	COM	09250N107	34	4050	SH	DEFINED	20
			34	4050			
BLACKROCK GLBL ENRGY & RES T	COM	09250U101	14	917	SH	DEFINED	9
			9	600	SH	DEFINED	20
			23	1517			
BLACKROCK HEALTH SCIENCES TR	COM	09250W107	2	104	SH	DEFINED	9
			2	104			
BLACKROCK GLOBAL OPP EQTY TR	COM	092501105	10	618	SH	DEFINED	9
			10	618			
BLACKROCK ENHANCED DIV ACHV	COM	09251A104	92	11000	SH	DEFINED	20
			92	11000			
BLACKROCK INTL GRWTH & INC T	COM BENE INTER	092524107	6	686	SH	DEFINED	9
			6	686			
BLACKROCK MUNIVEST FD INC	COM	09253R105	188	28134	SH	DEFINED	9
			40	6000	SH	DEFINED	20
			228	34134			
BLACKROCK MUNIVEST FD II INC	COM	09253T101	1	71	SH	DEFINED	9
			1	71			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN CALL	PUT/ DSCRETN	INVTMT	MA
BLACKROCK MUNIYIELD FD INC	COM	09253W104	1	72	SH	DEFINED	9	
			44	4456	SH	DEFINED	20	
			45	4528				
BLACKROCK MUNIENHANCED FD IN	COM	09253Y100	66	9000	SH	DEFINED	20	
			66	9000				
BLACKROCK REAL ASSET EQUITY	COM	09254B109	21	3042	SH	DEFINED	20	
			21	3042				
BLACKROCK MUNYIELD INSD FD I	COM	09254E103	10	1132	SH	DEFINED	9	
			111	12257	SH	DEFINED	20	

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BLACKROCK MUNIYIELD QUALITY	COM	09254F100	121 5 189	13389 453 SH 18744 SH	DEFINED 9 DEFINED 20
BLACKROCK MUNIYIELD QUALITY	COM	09254G108	194 1	19197 71 SH	DEFINED 9
BLACKROCK APEX MUN FD INC	COM	09254H106	1 30	71 4750 SH	DEFINED 20
BLACKROCK MUNIASSETS FD INC	COM	09254J102	30 6 8	4750 663 SH 979 SH	DEFINED 9 DEFINED 20
BLACKROCK MUNIHLDGS INS INV	COM	09254P108	14 6	1642 650 SH	DEFINED 20
BLACKROCK MUNIYIELD INVST FD	COM	09254R104	6 188	650 20995 SH	DEFINED 20
			188	20995	

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
BLACKROCK MUNIYIELD INS INV	COM	09254T100	25	2779	SH		DEFINED 20	
BLACKROCK MUNIYIELD MICH INS	COM	09254V105	1 130	2779 13645	SH SH		DEFINED 9 DEFINED 20	
BLACKROCK MUNIYIELD MICH INS	COM	09254W103	130 92	13704 10591	SH		DEFINED 20	
BLACKROCK MUNIHOLDINGS N J I	COM	09254X101	92 36	10591 3625	SH		DEFINED 20	
BLACKROCK MUNIYIELD N J FD I	COM	09254Y109	36 35	3625 3450	SH		DEFINED 20	
BLACKROCK PFD INCOME STRATEG	COM	09255H105	35 15	3450 2315	SH		DEFINED 9	
BLACKROCK CORPOR HIGH YLD FD	COM	09255L106	15 0	2315 111	SH		DEFINED 20	

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ISSUER	CLASS	CUSIP	VALUE	SHARES/PRN	SH/PRN	PUT/CALL	INVTMT	MA
BLACKROCK CORPOR HI YLD FD V	COM	09255N102	43	7200	SH		DEFINED	9
			12	2000	SH		DEFINED	20
			-----	-----				
BLACKROCK CORPOR HI YLD FD V	COM	09255P107	55	9200				
			40	6400	SH		DEFINED	9
			-----	-----				
BLACKROCK DEBT STRAT FD INC	COM	09255R103	40	6400				
			15	5900	SH		DEFINED	9
			-----	-----				
BLACKROCK DEBT STRAT FD INC	COM	09255R103	13	5000	SH		DEFINED	20
			28	10900				
			-----	-----				
BLACKROCK SR HIGH INCOME FD	COM	09255T109	6	2300	SH		DEFINED	20
			6	2300				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/PRN	SH/PRN	PUT/CALL	INVTMT	MA
BLACKROCK ENH CAP & INC FD I	COM	09256A109	37	3263	SH		DEFINED	9
			-----	-----				
BLDRS INDEX FDS TR	DEV MK 100 ADR	09348R201	37	3263				
			35	2000	SH		DEFINED	9
			-----	-----				
BLDRS INDEX FDS TR	EMER MK 50 ADR	09348R300	35	2000				
			10	360	SH		DEFINED	20
			-----	-----				
BLOCK H & R INC	COM	093671105	10	360				
			259	11418	SH		DEFINED	9
			-----	-----				
BLOCK H & R INC	COM	093671105	266	11717	SH		DEFINED	20
			526	23135				
			-----	-----				
BLUE COAT SYSTEMS INC	COM NEW	09534T508	8	1000	SH		DEFINED	20
			-----	-----				
BLUEGREEN CORP	COM	096231105	8	1000				
			38	12278	SH		DEFINED	9
			-----	-----				
BLUEGREEN CORP	COM	096231105	6	2007	SH		DEFINED	20
			45	14285				
			-----	-----				
BLUELINX HLDGS INC	COM	09624H109	0	200	SH		DEFINED	9
			-----	-----				
BOARDWALK PIPELINE PARTNERS	UT LTD PARTNER	096627104	200					
			107	6000	SH		DEFINED	20
			-----	-----				
BOARDWALK PIPELINE PARTNERS	UT LTD PARTNER	096627104	107	6000				
			670	32811	SH		DEFINED	9

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			6	300	SH	DEFINED	20
			-----	-----			
			676	33111			
BOEING CO	COM	097023105	6172	144641	SH	DEFINED	9
			1498	35113	SH	DEFINED	20
			-----	-----			
			7670	179754			

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-----	-----	-----	-----	-----	-----	-----	-----	-----
BORGWARNER INC	COM	099724106	1869	85840	SH		DEFINED	9
			822	37773	SH		DEFINED	20
			-----	-----				
BOSTON PROPERTIES INC	COM	101121101	2691	123613				
			292	5309	SH		DEFINED	9
			235	4276	SH		DEFINED	20
			-----	-----				
BOSTON SCIENTIFIC CORP	COM	101137107	527	9585				
			158	20363	SH		DEFINED	9
			18	2373	SH		DEFINED	20
			-----	-----				
BOTTOMLINE TECH DEL INC	COM	101388106	176	22736				
			1	75	SH		DEFINED	20
			-----	-----				
BOWNE & CO INC	COM	103043105	1	75				
			21	3500	SH		DEFINED	9
			-----	-----				
BRADY CORP	CL A	104674106	21	3500				
			3	132	SH		DEFINED	9
			-----	-----				
BRANDYWINE RLTY TR	SH BEN INT NEW	105368203	3	132				
			16	2083	SH		DEFINED	9
			-----	-----				
BRIGGS & STRATTON CORP	COM	109043109	16	2083				
			9	500	SH		DEFINED	9
			-----	-----				
BRIGHTPOINT INC	COM NEW	109473405	9	500				
			1	154	SH		DEFINED	9
			-----	-----				
BRINKER INTL INC	COM	109641100	1	154				
			109	10344	SH		DEFINED	9
			95	8985	SH		DEFINED	20
			-----	-----				
			204	19329				

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BRINKS CO	COM	109696104	136	5075	SH		DEFINED 9	
			126	4698	SH		DEFINED 20	
			-----	-----				
BRINKS HOME SEC HLDGS INC	COM	109699108	263	9773				
			92	4218	SH		DEFINED 9	
			-----	-----				
BRINKS HOME SEC HLDGS INC	COM	109699108	61	2781	SH		DEFINED 20	
			-----	-----				
BRISTOL MYERS SQUIBB CO	COM	110122108	153	6999				
			15077	648480	SH		DEFINED 9	
			7450	320432	SH		DEFINED 20	
			-----	-----				
BRISTOL MYERS SQUIBB CO	COM	110122108	16	700	SH		DEFINED 8	
			-----	-----				
BRISTOL MYERS SQUIBB CO	PFD CV \$2	110122207	22544	969612				
			29	60	SH		DEFINED 20	
			-----	-----				
BRITISH AMERN TOB PLC	SPONSORED ADR	110448107	29	60				
			629	11836	SH		DEFINED 9	
			-----	-----				
BRITISH AMERN TOB PLC	SPONSORED ADR	110448107	490	9232	SH		DEFINED 20	
			-----	-----				
BROADCOM CORP	CL A	111320107	1119	21068				
			515	30375	SH		DEFINED 9	
			-----	-----				
BROADCOM CORP	CL A	111320107	652	38438	SH		DEFINED 20	
			-----	-----				
BROADRIDGE FINL SOLUTIONS IN	COM	11133T103	1168	68813				
			221	17588	SH		DEFINED 9	
			-----	-----				
BROADRIDGE FINL SOLUTIONS IN	COM	11133T103	560	44685	SH		DEFINED 20	
			-----	-----				
BROOKFIELD ASSET MGMT INC	CL A LTD VT SH	112585104	781	62273				
			8	500	SH		DEFINED 20	
			-----	-----				
BROOKS AUTOMATION INC	COM	114340102	8	500				
			15	2575	SH		DEFINED 9	
			-----	-----				
BROWN & BROWN INC	COM	115236101	15	2575				
			293	14000	SH		DEFINED 20	
			-----	-----				
BROWN & BROWN INC	COM	115236101	293	14000				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
BROWN FORMAN CORP	CL A	115637100	145	2900	SH		DEFINED	20
			145	2900				
BROWN FORMAN CORP	CL B	115637209	60	1172	SH		DEFINED	9
			796	15462	SH		DEFINED	20
			856	16634				
BROWN SHOE INC NEW	COM	115736100	112	13172	SH		DEFINED	9
			9	1100	SH		DEFINED	20
			121	14272				
BRUNSWICK CORP	COM	117043109	218	51790	SH		DEFINED	9
			218	51790				
BRUSH ENGINEERED MATLS INC	COM	117421107	9	700	SH		DEFINED	20
			9	700				
BUCKEYE PARTNERS L P	UNIT LTD PARTN	118230101	121	3762	SH		DEFINED	9
			157	4853	SH		DEFINED	20
			278	8615				
BUCYRUS INTL INC NEW	COM	118759109	1	78	SH		DEFINED	9
			10	559	SH		DEFINED	20
			12	637				
BUILDERS FIRSTSOURCE INC	COM	12008R107	11	7500	SH		DEFINED	9
			11	7500				
BURGER KING HLDGS INC	COM	121208201	3204	134169	SH		DEFINED	9
			438	18325	SH		DEFINED	20
			3642	152494				
BURLINGTON NORTHN SANTA FE C	COM	12189T104	1752	23139	SH		DEFINED	9
			761	10056	SH		DEFINED	20
			2513	33195				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVTMT DSCRETN	MA
CBL & ASSOC PPTYS INC	COM	124830100	7	1000	SH		DEFINED	20
CBS CORP NEW	CL A	124857103	1	107	SH		DEFINED	20
CBS CORP NEW	CL B	124857202	127	15519	SH		DEFINED	9
			28	3465	SH		DEFINED	20
CB RICHARD ELLIS GROUP INC	CL A	12497T101	155	18984				
			14	3179	SH		DEFINED	9
CF INDS HLDGS INC	COM	125269100	223	4527	SH		DEFINED	9
			62	1254	SH		DEFINED	20
CH ENERGY GROUP INC	COM	12541M102	284	5781				
			10	200	SH		DEFINED	20
C H ROBINSON WORLDWIDE INC	COM NEW	12541W209	9941	180653	SH		DEFINED	9
			2403	43658	SH		DEFINED	20
CIGNA CORP	COM	125509109	12344	224311				
			874	51880	SH		DEFINED	9
			169	10016	SH		DEFINED	20
CIT GROUP INC	COM	125581108	1043	61896				
			5	1107	SH		DEFINED	9
CKE RESTAURANTS INC	COM	12561E105	5	1107				
			2	201	SH		DEFINED	9
			2	201				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVTMT DSCRETN	MA
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CLECO CORP NEW	COM	12561W105	429 22	18796 976	SH SH	DEFINED 9 DEFINED 20
CME GROUP INC	COM	12572Q105	451 82 322	19772 395 1547	SH SH SH	DEFINED 9 DEFINED 20
CMS ENERGY CORP	NOTE 3.375% 7	125896AY6	404 25156	1942 250000	SH	DEFINED 20
CMS ENERGY CORP	COM	125896100	25156 136 64	250000 13422 6373	SH SH	DEFINED 9 DEFINED 20
CNA FINL CORP	COM	126117100	200 220 1	19795 13407 56	SH SH	DEFINED 9 DEFINED 20
CNA SURETY CORP	COM	12612L108	221 4	13463 192	SH	DEFINED 9
CPFL ENERGIA S A	SPONSORED ADR	126153105	4 8	192 200	SH	DEFINED 20
CP HOLDERS	DEP RCPTS CP	12616K106	8 24	200 300	SH	DEFINED 20
CSX CORP	COM	126408103	24 1861 704	300 57327 21684	SH SH	DEFINED 9 DEFINED 20
CTC MEDIA INC	COM	12642X106	2566 7	79011 1371	SH	DEFINED 9

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
CTS CORP	COM	126501105	93 9	16947 1645	SH SH		DEFINED 9 DEFINED 20	
CVS CAREMARK CORPORATION	COM	126650100	102 15984 8766 27	18592 556150 305002 932	SH SH SH		DEFINED 9 DEFINED 20 DEFINED 8	

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/PRN	SH/PUT/INVSTMT	DEFINITION
CA INC	COM	12673P105	24776	862084		
			60	3261	SH	DEFINED 9
			73	3915	SH	DEFINED 20
CABELAS INC	COM	126804301	133	7176		
			9	1500	SH	DEFINED 20
CABLEVISION SYS CORP	CL A NY CABLVS	12686C109	9	1500		
			21	1264	SH	DEFINED 9
			28	1642	SH	DEFINED 20
CABOT MICROELECTRONICS CORP	COM	12709P103	49	2906		
			329	12618	SH	DEFINED 9
			228	8761	SH	DEFINED 20
CABOT OIL & GAS CORP	COM	127097103	557	21379		
			25	969	SH	DEFINED 9
CACI INTL INC	NOTE 2.125% 5	127190AD8	25	969		
			3478	37000	SH	DEFINED 9
CACI INTL INC	CL A	127190304	3478	37000		
			23	500	SH	DEFINED 9
			10	216	SH	DEFINED 20
			32	716		

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CADBURY PLC	SPONS ADR	12721E102	529	14817	SH	DEFINED 9
			109	3050	SH	DEFINED 20
CADENCE DESIGN SYSTEM INC	COM	127387108	637	17867		
			125	34250	SH	DEFINED 9
			61	16586	SH	DEFINED 20
CAL DIVE INTL INC DEL	COM	12802T101	186	50836		
			20	3075	SH	DEFINED 9
CAL MAINE FOODS INC	COM NEW	128030202	20	3075		
			9	300	SH	DEFINED 9
CALAMOS CONV & HIGH INCOME F	COM SHS	12811P108	9	300		
			0	24	SH	DEFINED 9

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/PRN	SH/PUT/INVTMT	MA
CALAMOS ASSET MGMT INC	CL A	12811R104	0	45	SH	DEFINED 9
CALAMOS STRATEGIC TOTL RETN	COM SH BEN INT	128125101	13	2103	SH	DEFINED 9
CALIFORNIA PIZZA KITCHEN INC	COM	13054D109	18	1650	SH	DEFINED 9
CALIFORNIA WTR SVC GROUP	COM	130788102	70	1500	SH	DEFINED 9
CALLIDUS SOFTWARE INC	COM	13123E500	2	525	SH	DEFINED 20
CALLON PETE CO DEL	COM	13123X102	3	1025	SH	DEFINED 9

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/PRN	SH/PUT/INVTMT	MA
CALUMET SPECIALTY PRODS PTNR	UT LTD PARTNER	131476103	657	75012	SH	DEFINED 20
CAMDEN PPTY TR	SH BEN INT	133131102	22	687	SH	DEFINED 20
CAMECO CORP	COM	13321L108	41	2400	SH	DEFINED 9
			7	400	SH	DEFINED 20
CAMERON INTERNATIONAL CORP	NOTE 2.500% 6	13342BAB1	593	6000	SH	DEFINED 9
CAMERON INTERNATIONAL CORP	COM	13342B105	327	15935	SH	DEFINED 9
			190	9283	SH	DEFINED 20
CAMPBELL SOUP CO	COM	134429109	2416	80519	SH	DEFINED 9
			5402	179998	SH	DEFINED 20
CANADIAN NATL RY CO	COM	136375102	25	677	SH	DEFINED 9

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			451	12273	SH	DEFINED	20
			3	83	SH	DEFINED	8
			-----	-----			
			479	13033			
CANADIAN NAT RES LTD	COM	136385101	16	400	SH	DEFINED	9
			69	1727	SH	DEFINED	20
			-----	-----			
			85	2127			
CANADIAN PAC RY LTD	COM	13645T100	1282	38138	SH	DEFINED	9
			2932	87196	SH	DEFINED	20
			-----	-----			
			4214	125334			

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CANON INC	ADR	138006309	109	3464	SH		DEFINED	9
			532	16936	SH		DEFINED	20
			4	116	SH		DEFINED	8
			-----	-----				
			644	20516				
CAPITAL ONE FINL CORP	COM	14040H105	258	8088	SH		DEFINED	9
			99	3120	SH		DEFINED	20
			-----	-----				
			357	11208				
CAPITALSOURCE INC	COM	14055X102	261	56529	SH		DEFINED	9
			44	9432	SH		DEFINED	20
			-----	-----				
			305	65961				
CAPITOL BANCORP LTD	COM	14056D105	83	10661	SH		DEFINED	20
			-----	-----				
			83	10661				
CARDINAL FINL CORP	COM	14149F109	118	20723	SH		DEFINED	9
			-----	-----				
			118	20723				
CARDINAL HEALTH INC	COM	14149Y108	2278	66084	SH		DEFINED	9
			2972	86225	SH		DEFINED	20
			1	30	SH		DEFINED	8
			-----	-----				
			5251	152339				
CARDTRONICS INC	COM	14161H108	123	95446	SH		DEFINED	9
			19	15054	SH		DEFINED	20
			-----	-----				
			143	110500				
CAREER EDUCATION CORP	COM	141665109	24	1325	SH		DEFINED	9
			-----	-----				

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CARLISLE COS INC	COM	142339100	24	1325				
			156	7526	SH		DEFINED	9
			25	1220	SH		DEFINED	20
			-----	-----				
			181	8746				

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CARMAX INC	COM	143130102	138	17566	SH		DEFINED	9
			127	16095	SH		DEFINED	20
			-----	-----				
CARNIVAL CORP	DBCV 2.000% 4	143658AN2	265	33661				
			3339	37000	SH		DEFINED	9
			-----	-----				
CARNIVAL CORP	PAIRED CTF	143658300	3339	37000				
			2826	116218	SH		DEFINED	9
			1857	76338	SH		DEFINED	20
			-----	-----				
CARPENTER TECHNOLOGY CORP	COM	144285103	4683	192556				
			1	30	SH		DEFINED	9
			-----	-----				
CARRIZO OIL & CO INC	COM	144577103	1	30				
			200	12400	SH		DEFINED	9
			21	1294	SH		DEFINED	20
			-----	-----				
CARTER INC	COM	146229109	220	13694				
			4	187	SH		DEFINED	9
			-----	-----				
CASEYS GEN STORES INC	COM	147528103	4	187				
			105	4602	SH		DEFINED	9
			11	474	SH		DEFINED	20
			-----	-----				
CASH AMER INTL INC	COM	14754D100	116	5076				
			462	16876	SH		DEFINED	9
			64	2337	SH		DEFINED	20
			-----	-----				
CASS INFORMATION SYS INC	COM	14808P109	525	19213				
			23	770	SH		DEFINED	9
			25	824	SH		DEFINED	20
			-----	-----				
CATERPILLAR INC DEL	COM	149123101	49	1594				
			5324	119194	SH		DEFINED	9
			3145	70410	SH		DEFINED	20
			-----	-----				
			8470	189604				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
CATO CORP NEW	CL A	149205106	19	1275	SH		DEFINED 9	
			19	1275				
CEDAR FAIR L P	DEPOSITRY UNIT	150185106	471	37565	SH		DEFINED 9	
			173	13785	SH		DEFINED 20	
			643	51350				
CELADON GROUP INC	COM	150838100	15	1800	SH		DEFINED 9	
			5125	600815	SH		DEFINED 20	
			5140	602615				
CELANESE CORP DEL	COM SER A	150870103	15	1231	SH		DEFINED 9	
			15	1231				
CELERA CORP	COM	15100E106	12	1100	SH		DEFINED 9	
			12	1100				
CELGENE CORP	COM	151020104	11639	210549	SH		DEFINED 9	
			6274	113493	SH		DEFINED 20	
			11	200	SH		DEFINED 8	
			17924	324242				
CELLDEX THERAPEUTICS INC NEW	COM	15117B103	0	21	SH		DEFINED 20	
				21				
CEMEX SAB DE CV	SPON ADR NEW	151290889	12	1316	SH		DEFINED 9	
			27	2947	SH		DEFINED 20	
			39	4263				
CENTENE CORP DEL	COM	15135B101	1	26	SH		DEFINED 20	
			1	26				
CENTERPOINT ENERGY INC	COM	15189T107	289	22871	SH		DEFINED 9	
			427	33816	SH		DEFINED 20	
			715	56687				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
CENTEX CORP	COM	152312104	19	1786	SH		DEFINED 9	
			19	1786				
CENTRAIS ELETRICAS BRASILEIR	SPON ADR PFD B	15234Q108	1	140	SH		DEFINED 9	
			1	140				
CENTRAL EUROPE AND RUSSIA FD	COM	153436100	1	76	SH		DEFINED 9	
			36	2200	SH		DEFINED 20	
			37	2276				
CENTURY ALUM CO	COM	156431108	13	1326	SH		DEFINED 9	
			13	1326				
CEPHEID	COM	15670R107	35	3398	SH		DEFINED 9	
			38	3618	SH		DEFINED 20	
			73	7016				
CENTURYTEL INC	COM	156700106	568	20771	SH		DEFINED 9	
			44	1607	SH		DEFINED 20	
			612	22378				
CEPHALON INC	COM	156708109	634	8232	SH		DEFINED 9	
			229	2973	SH		DEFINED 20	
			863	11205				
CERADYNE INC	COM	156710105	2	100	SH		DEFINED 20	
			2	100				
CERNER CORP	COM	156782104	11	278	SH		DEFINED 9	
			58	1498	SH		DEFINED 20	
			68	1776				
CHARLES & COLVARD LTD	COM	159765106	64	318538	SH		DEFINED 9	
			64	318538				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
CHARLES RIV LABS INTL INC	NOTE 2.250% 6	159864AB3	464	6000	SH		DEFINED 9	
			464	6000				
CHARLES RIV LABS INTL INC	COM	159864107	148	5661	SH		DEFINED 9	
			234	8932	SH		DEFINED 20	
CHARLOTTE RUSSE HLDG INC	COM	161048103	382	14593				
			8	1225	SH		DEFINED 9	
CHART INDS INC	COM PAR \$0.01	16115Q308	8	1225				
			2	142	SH		DEFINED 9	
CHEESECAKE FACTORY INC	COM	163072101	2	142				
			23	2308	SH		DEFINED 9	
			19	1839	SH		DEFINED 20	
CHEMED CORP NEW	COM	16359R103	42	4147				
			66	1662	SH		DEFINED 9	
			51	1288	SH		DEFINED 20	
CHEMICAL FINL CORP	COM	163731102	117	2950				
			368	13193	SH		DEFINED 20	
CHEMTURA CORP	COM	163893100	368	13193				
			3	2000	SH		DEFINED 9	
CHEROKEE INC DEL NEW	COM	16444H102	3	2000				
			36	2074	SH		DEFINED 20	
CHESAPEAKE ENERGY CORP	NOTE 2.250%12	165167CB1	36	2074				
			0	37000	SH		DEFINED 9	
				37000				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
CHESAPEAKE ENERGY CORP	COM	165167107	381	23545	SH		DEFINED 9	
			473	29224	SH		DEFINED 20	

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PUT/ INVSTMT	MA
CHEVRON CORP NEW	COM	166764100	853 74202 26213 138	52769 1003136 354375 1859	SH SH SH	DEFINED 9 DEFINED 20 DEFINED 8
CHEVIOT FINL CORP	COM	166774109	100553 16	1359370 2500	SH	DEFINED 9
CHICAGO BRIDGE & IRON CO N V	N Y REGISTRY S	167250109	16 62	2500 6175	SH	DEFINED 9
CHICOS FAS INC	COM	168615102	62 57 9	6175 13700 2260	SH SH	DEFINED 9 DEFINED 20
CHILDRENS PL RETAIL STORES I	COM	168905107	67 1	15960 30	SH	DEFINED 9
CHINA FD INC	COM	169373107	1 39	30 2335	SH	DEFINED 20
CHINA LIFE INS CO LTD	SPON ADR REP H	16939P106	39 34	2335 734	SH	DEFINED 9
CHINA PRECISION STEEL INC	COM	16941J106	34 4	734 3150	SH	DEFINED 20
CHINA MOBILE LIMITED	SPONSORED ADR	16941M109	4 1925 1642 4	3150 37855 32293 74	SH SH SH	DEFINED 9 DEFINED 20 DEFINED 8
			3571	70222		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PUT/ INVSTMT	MA
CHINA PETE & CHEM CORP	SPON ADR H SHS	16941R108	41 154	669 2496	SH SH	DEFINED 9 DEFINED 20
CHINA UNICOM (HONG KONG) LTD	SPONSORED ADR	16945R104	196 2	3165 190	SH	DEFINED 20
CHIPOTLE MEXICAN GRILL INC	CL A	169656105	2 81	190 1300	SH	DEFINED 9

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			8	123	SH	DEFINED	20
			88	1423			
CHIPOTLE MEXICAN GRILL INC	CL B	169656204	29	500	SH	DEFINED	9
			29	500			
CHOICE HOTELS INTL INC	COM	169905106	28	925	SH	DEFINED	9
			28	925			
CHIQUITA BRANDS INTL INC	*W EXP 03/19/2	170032114	0	29	SH	DEFINED	9
				29			
CHIQUITA BRANDS INTL INC	COM	170032809	418	28300	SH	DEFINED	9
			418	28300			
CHUBB CORP	COM	171232101	3178	62317	SH	DEFINED	9
			7948	155848	SH	DEFINED	20
			11	225	SH	DEFINED	8
			11138	218390			
CHUNGHWA TELECOM CO LTD	SPON ADR NEW	17133Q304	16	1021	SH	DEFINED	9
			20	1274	SH	DEFINED	20
			36	2295			
CHURCH & DWIGHT INC	COM	171340102	1345	23965	SH	DEFINED	9
			171	3044	SH	DEFINED	20
			1516	27009			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN CALL	PUT/ DSCRETN	INVSTMT	MA
CHURCHILL DOWNS INC	COM	171484108	40	1000	SH	DEFINED	20	
			40	1000				
CIENA CORP	COM NEW	171779309	1	221	SH	DEFINED	9	
			9	1411	SH	DEFINED	20	
			11	1632				
CIMAREX ENERGY CO	COM	171798101	11	400	SH	DEFINED	9	
			11	400				
CINCINNATI BELL INC NEW	COM	171871106	17	8628	SH	DEFINED	9	
			0	253	SH	DEFINED	20	
			17	8881				

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CINCINNATI FINL CORP	COM	172062101	54795 1314	1884930 45202	SH SH	DEFINED 9 DEFINED 20
CISCO SYS INC	COM	17275R102	56109 32566 18673 75	1930132 1997926 1145583 4579	SH SH SH SH	DEFINED 9 DEFINED 20 DEFINED 8
CITADEL BROADCASTING CORP	COM	17285T106	51314 0 0 0	3148088 1256 1119 5	SH SH SH	DEFINED 9 DEFINED 20 DEFINED 8
CINTAS CORP	COM	172908105	2568 110	2380 110561 4727	SH SH	DEFINED 9 DEFINED 20
CITIGROUP INC	COM	172967101	2678 2744 1320 6	115288 408877 196686 884	SH SH SH SH	DEFINED 9 DEFINED 20 DEFINED 8
			4069	606447		

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CITIZENS REPUBLIC BANCORP IN	COM	174420109	30	9904	SH	DEFINED 20	
CITRIX SYS INC	COM	177376100	30 315 296	9904 13356 12566	SH SH	DEFINED 9 DEFINED 20	
CITY HLDG CO	COM	177835105	611 3	25922 100	SH	DEFINED 9	
CLARCOR INC	COM	179895107	3 796 23	100 24000 700	SH SH	DEFINED 9 DEFINED 20	
CLAYMORE EXCHANGE TRADED FD	BNY BRI&C PTF	18383M100	820 34	24700 1470	SH	DEFINED 20	
CLAYMORE EXCHANGE TRADED FD	ZACKS SECT RTN	18383M407	34 6	1470 350	SH	DEFINED 9	

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CLAYMORE ETF TRUST 2	S&P GBL WATER	18383Q507	6	350				
			18	1300	SH	DEFINED	9	
			86	6050	SH	DEFINED	20	
			-----	-----				
			104	7350				
CLEAN ENERGY FUELS CORP	COM	184499101	1	100	SH	DEFINED	9	
			1	100	SH	DEFINED	20	
			-----	-----				
			1	200				
CLEARWIRE CORP NEW	CL A	18538Q105	0	100	SH	DEFINED	9	
			-----	-----				
				100				
CLEARWATER PAPER CORP	COM	18538R103	2	183	SH	DEFINED	9	
			4	426	SH	DEFINED	20	
			-----	-----				
			5	609				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
CLIFFS NATURAL RESOURCES INC	COM	18683K101	129	5056	SH		DEFINED	9
			43	1678	SH		DEFINED	20
			-----	-----				
			172	6734				
CLOROX CO DEL	COM	189054109	662	11922	SH		DEFINED	9
			717	12899	SH		DEFINED	20
			-----	-----				
			1379	24821				
CLOUGH GLOBAL ALLOCATION FUN	COM SHS BEN IN	18913Y103	4	340	SH		DEFINED	9
			-----	-----				
			4	340				
CLOUGH GLOBAL OPPORTUNITIES	SH BEN INT	18914E106	13	1457	SH		DEFINED	9
			-----	-----				
			13	1457				
COACH INC	COM	189754104	1054	50760	SH		DEFINED	9
			492	23677	SH		DEFINED	20
			-----	-----				
			1546	74437				
COCA COLA BOTTLING CO CONS	COM	191098102	107	2324	SH		DEFINED	9
			-----	-----				
			107	2324				
COCA COLA HELLENIC BTTLG CO	SPONSORED ADR	1912EP104	27	1861	SH		DEFINED	9
			458	31644	SH		DEFINED	20
			3	229	SH		DEFINED	8
			-----	-----				
			488	33734				

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COCA COLA CO	COM	191216100	35694	788475	SH	DEFINED	9
			28680	633531	SH	DEFINED	20
			52	1155	SH	DEFINED	8
			-----	-----			
COCA COLA ENTERPRISES INC	COM	191219104	64427	1423161			
			413	34323	SH	DEFINED	9
			264	21940	SH	DEFINED	20
			-----	-----			
			677	56263			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PUT/ CALL	INVSTMT DSCRETN	MA
COCA COLA FEMSA S A B DE C V	SPON ADR REP L	191241108	144	3308	SH	DEFINED	20
			-----	-----			
COGENT INC	COM	19239Y108	144	3308			
			4	300	SH	DEFINED	20
			-----	-----			
COGNIZANT TECHNOLOGY SOLUTIO	CL A	192446102	4	300			
			512	28338	SH	DEFINED	9
			-----	-----			
			220	12160	SH	DEFINED	20
			-----	-----			
COHEN & STEERS QUALITY RLTY	COM	19247L106	731	40498			
			1	300	SH	DEFINED	9
			-----	-----			
COHEN & STEERS TOTAL RETURN	COM	19247R103	1	300			
			32	4287	SH	DEFINED	20
			-----	-----			
COHEN & STEERS PREM INC RLTY	COM	19247V104	32	4287			
			4	1000	SH	DEFINED	20
			-----	-----			
COHEN & STEERS REIT & PFD IN	COM	19247X100	4	1000			
			13	2151	SH	DEFINED	9
			-----	-----			
COHEN & STEERS REIT & UTIL I	COM	19247Y108	13	2151			
			26	4018	SH	DEFINED	9
			-----	-----			
			2	300	SH	DEFINED	20
			-----	-----			
COHERENT INC	COM	192479103	27	4318			
			0	22	SH	DEFINED	20
			-----	-----			
COHEN & STEERS SELECT UTIL F	COM	19248A109	0	22			
			69	6738	SH	DEFINED	9
			-----	-----			
			69	6739	SH	DEFINED	20

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COHEN & STEERS WRLDWD RLT IN	COM	19248J100	2	430	SH	DEFINED	9
			-----	-----			
			2	430			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
-----	-----	-----	-----	-----	-----	-----	-----	-----
COHEN & STEERS CLOSED END OP	COM	19248P106	9	944	SH		DEFINED	9
			-----	-----				
COHU INC	COM	192576106	1	84	SH		DEFINED	9
			-----	-----				
			1	84				
COLGATE PALMOLIVE CO	COM	194162103	14364	209571	SH		DEFINED	9
			5182	75607	SH		DEFINED	20
			7	100	SH		DEFINED	8
			-----	-----				
			19553	285278				
COLLECTIVE BRANDS INC	COM	19421W100	6	480	SH		DEFINED	9
			1	99	SH		DEFINED	20
			-----	-----				
			7	579				
COLONIAL PPTYS TR	COM SH BEN INT	195872106	42	5000	SH		DEFINED	9
			4	500	SH		DEFINED	20
			-----	-----				
			46	5500				
COMCAST CORP NEW	CL A	20030N101	2940	174172	SH		DEFINED	9
			4446	263412	SH		DEFINED	20
			-----	-----				
			7386	437584				
COMCAST CORP NEW	CL A SPL	20030N200	37	2301	SH		DEFINED	9
			25	1570	SH		DEFINED	20
			-----	-----				
			63	3871				
COMERICA INC	COM	200340107	56	2811	SH		DEFINED	9
			1075	54140	SH		DEFINED	20
			-----	-----				
			1130	56951				
COMMERCE BANCSHARES INC	COM	200525103	29	656	SH		DEFINED	20
			-----	-----				
			29	656				
COMMERCIAL METALS CO	COM	201723103	3	250	SH		DEFINED	9
			-----	-----				
			3	250				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
COMMERCIAL VEH GROUP INC	COM	202608105	3	3700	SH		DEFINED 9	
			3	3700				
COMMSCOPE INC	COM	203372107	64	4126	SH		DEFINED 9	
			0	27	SH		DEFINED 20	
			65	4153				
COMMUNITY BK SYS INC	COM	203607106	226	9270	SH		DEFINED 9	
			23	940	SH		DEFINED 20	
			249	10210				
COMMUNITY CENTRAL BANK CORP	COM	20363J107	4	1777	SH		DEFINED 20	
			4	1777				
COMMUNITY HEALTH SYS INC NEW	COM	203668108	4	303	SH		DEFINED 20	
			4	303				
COMMUNITY TR BANCORP INC	COM	204149108	11	300	SH		DEFINED 20	
			11	300				
COMPANHIA SIDERURGICA NACION	SPONSORED ADR	20440W105	3	200	SH		DEFINED 9	
			3	200				
COMPANHIA ENERGETICA DE MINA	SP ADR N-V PFD	204409601	26	1906	SH		DEFINED 20	
			26	1906				
COMPANHIA DE SANEAMENTO BASI	SPONSORED ADR	20441A102	0	16	SH		DEFINED 20	
			0	16				
COMPANHIA PARANAENSE ENERG C	SPON ADR PFD	20441B407	0	17	SH		DEFINED 20	
			0	17				
COMPANHIA DE BEBIDAS DAS AME	SPON ADR PFD	20441W203	4	100	SH		DEFINED 20	
			4	100				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
COMPANHIA VALE DO RIO DOCE	SPON ADR PFD	204412100	172	16155	SH		DEFINED	9
			131	12345	SH		DEFINED	20
			-----	-----				
COMPANHIA VALE DO RIO DOCE	SPONSORED ADR	204412209	304	28500				
			1202	99295	SH		DEFINED	9
			2094	172901	SH		DEFINED	20
			-----	-----				
			3	240	SH		DEFINED	8
			3299	272436				
COMPUTER ASSOC INTL INC	NOTE 1.625%12	204912AQ2	3552	33000	SH		DEFINED	9
			-----	-----				
COMPUTER SCIENCES CORP	COM	205363104	3552	33000				
			2110	60051	SH		DEFINED	9
			-----	-----				
			1027	29223	SH		DEFINED	20
			3137	89274				
COMPUWARE CORP	COM	205638109	4	564	SH		DEFINED	9
			-----	-----				
COMSCORE INC	COM	20564W105	4	564				
			160	12558	SH		DEFINED	9
			-----	-----				
			26	2050	SH		DEFINED	20
			186	14608				
CONAGRA FOODS INC	COM	205887102	1624	98401	SH		DEFINED	9
			-----	-----				
			608	36860	SH		DEFINED	20
			5	313	SH		DEFINED	8
			-----	-----				
CON-WAY INC	COM	205944101	2237	135574				
			6	227	SH		DEFINED	9
			-----	-----				
CONCUR TECHNOLOGIES INC	COM	206708109	6	227				
			359	10926	SH		DEFINED	9
			-----	-----				
			77	2359	SH		DEFINED	20
			436	13285				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
CONEXANT SYSTEMS INC	COM NEW	207142308	1	1491	SH		DEFINED 20	
			-----	-----				
			1	1491				
CONOCOPHILLIPS	COM	20825C104	33299	642837	SH		DEFINED 9	
			19132	369336	SH		DEFINED 20	
			46	880	SH		DEFINED 8	
			-----	-----				
			52476	1013053				
CONSECO INC	COM NEW	208464883	121	23300	SH		DEFINED 9	
			1	102	SH		DEFINED 20	
			-----	-----				
			121	23402				
CONSOL ENERGY INC	COM	20854P109	1145	40056	SH		DEFINED 9	
			134	4706	SH		DEFINED 20	
			-----	-----				
			1279	44762				
CONSOLIDATED EDISON INC	COM	209115104	1750	44945	SH		DEFINED 9	
			774	19885	SH		DEFINED 20	
			-----	-----				
			2524	64830				
CONSTELLATION BRANDS INC	CL A	21036P108	24	1510	SH		DEFINED 9	
			62	3927	SH		DEFINED 20	
			-----	-----				
			86	5437				
CONSTELLATION ENERGY GROUP I	COM	210371100	219	8731	SH		DEFINED 9	
			153	6105	SH		DEFINED 20	
			-----	-----				
			372	14836				
CONTINENTAL AIRLS INC	CL B	210795308	23	1270	SH		DEFINED 9	
			-----	-----				
			23	1270				
CONTINENTAL RESOURCES INC	COM	212015101	15	710	SH		DEFINED 20	
			-----	-----				
			15	710				

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CONVERGYS CORP	COM	212485106	299	46657	SH		DEFINED 9	
			14	2250	SH		DEFINED 20	
			-----	-----				
			313	48907				

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COOPER TIRE & RUBR CO	COM	216831107	67	10946	SH	DEFINED 9
			-----	-----		
			67	10946		
CORN PRODS INTL INC	COM	219023108	381	13214	SH	DEFINED 9
			67	2314	SH	DEFINED 20
			-----	-----		
			448	15528		
CORNING INC	COM	219350105	830	87080	SH	DEFINED 9
			284	29837	SH	DEFINED 20
			-----	-----		
			1114	116917		
CORRECTIONS CORP AMER NEW	COM NEW	22025Y407	789	48210	SH	DEFINED 9
			340	20770	SH	DEFINED 20
			-----	-----		
			1129	68980		
CORUS BANKSHARES INC	COM	220873103	0	200	SH	DEFINED 9
			1	1000	SH	DEFINED 20
			-----	-----		
			1	1200		
CORVEL CORP	COM	221006109	3	150	SH	DEFINED 9
			-----	-----		
			3	150		
COSTCO WHSL CORP NEW	COM	22160K105	1152	21947	SH	DEFINED 9
			1040	19814	SH	DEFINED 20
			14	271	SH	DEFINED 8
			-----	-----		
			2207	42032		
COSTAR GROUP INC	COM	22160N109	140	4253	SH	DEFINED 9
			68	2061	SH	DEFINED 20
			-----	-----		
			208	6314		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
COURIER CORP	COM	222660102	4	225	SH		DEFINED 9	
			-----	-----				
			4	225				
COUSINS PPTYS INC	COM	222795106	17	1200	SH		DEFINED 9	
			-----	-----				
			17	1200				
COVANCE INC	COM	222816100	774	16807	SH		DEFINED 9	
			431	9374	SH		DEFINED 20	
			-----	-----				
			1205	26181				
COVANTA HLDG CORP	COM	22282E102	76	3449	SH		DEFINED 9	

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/PRN AMT	SH/PUT/INVSTMT	MA
COVENTRY HEALTH CARE INC	COM	222862104	76	3449		
			155	10431	SH	DEFINED 9
			141	9492	SH	DEFINED 20
CRACKER BARREL OLD CTRY STOR	COM	22410J106	296	19923		
			2	100	SH	DEFINED 9
			31	1516	SH	DEFINED 20
CRANE CO	COM	224399105	33	1616		
			9	502	SH	DEFINED 9
CREDIT SUISSE GROUP	SPONSORED ADR	225401108	9	502		
			10	350	SH	DEFINED 9
CREE INC	COM	225447101	10	350		
			94	5916	SH	DEFINED 9
			30	1870	SH	DEFINED 20
CROCS INC	COM	227046109	124	7786		
			0	358	SH	DEFINED 9
				358		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/PRN AMT	SH/PUT/INVSTMT	MA
CROSS TIMBERS RTY TR	TR UNIT	22757R109	195	7000	SH	DEFINED 9
CROSSTEX ENERGY L P	COM	22765U102	195	7000		
			5	1200	SH	DEFINED 9
CROSSTEX ENERGY INC	COM	22765Y104	5	1200		
			2	600	SH	DEFINED 9
CROWN CASTLE INTL CORP	COM	228227104	2	600		
			33	1857	SH	DEFINED 20
CROWN HOLDINGS INC	COM	228368106	33	1857		
			29	1505	SH	DEFINED 9
			0	12	SH	DEFINED 20
CRUCCELL N V	SPONSORED ADR	228769105	29	1517		
			2	100	SH	DEFINED 20
			2	100		

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CTRIP COM INTL LTD	ADR	22943F100	20	839	SH	DEFINED	9
			-----	-----			
			20	839			
CUBIST PHARMACEUTICALS INC	COM	229678107	7	300	SH	DEFINED	20
			-----	-----			
			7	300			
CULLEN FROST BANKERS INC	COM	229899109	73	1450	SH	DEFINED	9
			23	446	SH	DEFINED	20
			-----	-----			
			96	1896			
CUMMINS INC	COM	231021106	723	27037	SH	DEFINED	9
			704	26337	SH	DEFINED	20
			-----	-----			
			1427	53374			
CURIS INC	COM	231269101	0	300	SH	DEFINED	20
			-----	-----			
				300			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
CURRENCYSHS BRIT POUND STER	BRIT POUND STE	23129S106	4	27	SH		DEFINED	20
			-----	-----				
			4	27				
CURRENCYSHARES SWISS FRANC T	SWISS FRANC SH	23129V109	329	3500	SH		DEFINED	20
			-----	-----				
			329	3500				
CURRENCYSHS JAPANESE YEN TR	JAPANESE YEN	23130A102	275	2500	SH		DEFINED	20
			22	200	SH		DEFINED	8
			-----	-----				
			297	2700				
CURRENCYSHARES EURO TR	EURO SHS	23130C108	63	450	SH		DEFINED	20
			-----	-----				
			63	450				
CUTERA INC	COM	232109108	0	13	SH		DEFINED	20
			-----	-----				
				13				
CYBERSOURCE CORP	COM	23251J106	321	26762	SH		DEFINED	9
			56	4664	SH		DEFINED	20
			-----	-----				
			377	31426				
CYMER INC	COM	232572107	1	32	SH		DEFINED	9
			2	100	SH		DEFINED	20
			-----	-----				
			3	132				
CYPRESS SEMICONDUCTOR CORP	COM	232806109	8	1843	SH		DEFINED	9

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CYTEC INDS INC	COM	232820100	8	1843		
			1	43	SH	DEFINED 9
			7	333	SH	DEFINED 20
			8	376		
DNP SELECT INCOME FD	COM	23325P104	34	5547	SH	DEFINED 9
			228	37042	SH	DEFINED 20
			262	42589		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PUT/ CALL	INVSTMT DSCRETN	MA
DPL INC	COM	233293109	1180	51664	SH	DEFINED 9	
			146	6392	SH	DEFINED 20	
D R HORTON INC	COM	23331A109	1326	58056			
			168	23783	SH	DEFINED 9	
			148	20893	SH	DEFINED 20	
			316	44676			
DTE ENERGY CO	COM	233331107	486	13611	SH	DEFINED 9	
			357	10005	SH	DEFINED 20	
DWS HIGH INCOME TR	SHS	23337C109	842	23616			
			9	2991	SH	DEFINED 9	
DXP ENTERPRISES INC NEW	COM NEW	233377407	9	2991			
			362	24802	SH	DEFINED 9	
			57	3924	SH	DEFINED 20	
			420	28726			
DWS MULTI MKT INCOME TR	SHS	23338L108	6	975	SH	DEFINED 9	
			6	975			
DWS MUN INCOME TR	COM	23338M106	9	1151	SH	DEFINED 9	
			49	5955	SH	DEFINED 20	
DWS GLOBAL HIGH INCOME FD	COM	23338W104	58	7106			
			12	2299	SH	DEFINED 9	
DWS RREEF REAL ESTATE FD II	COM	23338X102	12	2299			
			1	1354	SH	DEFINED 9	
			1	1354			

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DWS GLOBAL COMMODITIES STK F	COM	23338Y100	32	5856	SH	DEFINED	20
			-----	-----			
			32	5856			

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-----	-----	-----	-----	-----	-----	-----	-----
DAKTRONICS INC	COM	234264109	127	13526	SH	DEFINED	9
			178	18975	SH	DEFINED	20
			-----	-----			
DANAHER CORP DEL	NOTE	1 235851AF9	304	32501			
			4212	48000	SH	DEFINED	9
			-----	-----			
DANAHER CORP DEL	COM	235851102	4212	48000			
			4163	73541	SH	DEFINED	9
			1305	23058	SH	DEFINED	20
			-----	-----			
DARDEN RESTAURANTS INC	COM	237194105	5468	96599			
			3654	129653	SH	DEFINED	9
			2426	86074	SH	DEFINED	20
			-----	-----			
DARLING INTL INC	COM	237266101	6079	215727			
			4	740	SH	DEFINED	20
			-----	-----			
DAVITA INC	COM	23918K108	4	740			
			320	6458	SH	DEFINED	9
			471	9492	SH	DEFINED	20
			-----	-----			
DEALERTRACK HLDGS INC	COM	242309102	791	15950			
			18	1542	SH	DEFINED	9
			20	1660	SH	DEFINED	20
			-----	-----			
DEAN FOODS CO NEW	COM	242370104	38	3202			
			30	1685	SH	DEFINED	9
			17	939	SH	DEFINED	20
			-----	-----			
DECKERS OUTDOOR CORP	COM	243537107	47	2624			
			427	5352	SH	DEFINED	9
			72	904	SH	DEFINED	20
			-----	-----			
			500	6256			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
DEERE & CO	COM	244199105	3554 4400	92742 114828	SH SH		DEFINED 9 DEFINED 20	
DEL MONTE FOODS CO	COM	24522P103	7954 82 29	207570 11418 4005	SH SH		DEFINED 9 DEFINED 20	
DELL INC	COM	24702R101	110 468 88	15423 45693 8579	SH SH		DEFINED 9 DEFINED 20	
DELTA AIR LINES INC DEL	COM NEW	247361702	556 102 33	54272 8903 2844	SH SH		DEFINED 9 DEFINED 20	
DENBURY RES INC	COM NEW	247916208	135 51	11747 4700	SH		DEFINED 20	
DELUXE CORP	COM	248019101	51 500	4700 33441	SH		DEFINED 20	
DENALI FD INC	COM	24823A102	500 10	33441 980	SH		DEFINED 20	
DENTSPLY INTL INC NEW	COM	249030107	10 1743 261	980 61715 9257	SH SH		DEFINED 9 DEFINED 20	
DEUTSCHE TELEKOM AG	SPONSORED ADR	251566105	2004 570 457	70972 37235 29842	SH SH		DEFINED 9 DEFINED 20	
DEVELOPERS DIVERSIFIED RLTY	COM	251591103	1026 70 7	67077 14268 1500	SH SH		DEFINED 9 DEFINED 20	
			77	15768				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
DEVON ENERGY CORP NEW	COM	25179M103	3228	49132	SH		DEFINED 9	
			575	8746	SH		DEFINED 20	
			-----	-----				
DEVRY INC DEL	COM	251893103	3803	57878				
			15	258	SH		DEFINED 9	
			-----	-----				
DIAGEO P L C	SPON ADR NEW	25243Q205	15	262				
			3332	58732	SH		DEFINED 9	
			-----	-----				
DIAMOND OFFSHORE DRILLING IN	COM	25271C102	1651	29095	SH		DEFINED 20	
			3	50	SH		DEFINED 8	
			-----	-----				
DIAMONDROCK HOSPITALITY CO	COM	252784301	4986	87877				
			3159	53588	SH		DEFINED 9	
			-----	-----				
DIAMONDS TR	UNIT SER 1	252787106	3753	63669	SH		DEFINED 20	
			6911	117257				
			-----	-----				
DICKS SPORTING GOODS INC	COM	253393102	0	88	SH		DEFINED 9	
				88				
			-----	-----				
DIEBOLD INC	COM	253651103	1112	12710	SH		DEFINED 9	
			1409	16096	SH		DEFINED 20	
			-----	-----				
DIGI INTL INC	COM	253798102	2521	28806				
			4	308	SH		DEFINED 20	
			-----	-----				
DIEBOLD INC	COM	253651103	4	308				
			178	6324	SH		DEFINED 9	
			-----	-----				
DIGI INTL INC	COM	253798102	2336	83145	SH		DEFINED 20	
			2513	89469				
			-----	-----				
DIGI INTL INC	COM	253798102	29	3564	SH		DEFINED 9	
			31	3844	SH		DEFINED 20	
			-----	-----				
			60	7408				

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VALUE SHARES/ SH/ PUT/ INVSTMT

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	(X\$1000)	PRN	AMT	PRN	CALL	DSCRETN	MA
DIGITAL ANGEL CORP NEW	COM NEW	25383A200	0	125	SH			DEFINED	9
DIGITAL RLTY TR INC	COM	253868103	598	18218	SH			DEFINED	9
			89	2702	SH			DEFINED	20
DIGITAL RIV INC	COM	25388B104	687	20920					
			6	238	SH			DEFINED	9
DIODES INC	COM	254543101	1	122	SH			DEFINED	9
			2	280	SH			DEFINED	20
DIRECTV GROUP INC	COM	25459L106	2	402					
			168	7319	SH			DEFINED	9
			58	2536	SH			DEFINED	20
DISNEY WALT CO	COM DISNEY	254687106	226	9855					
			8234	362909	SH			DEFINED	9
			7244	319251	SH			DEFINED	20
			11	495	SH			DEFINED	8
DISCOVERY COMMUNICATNS NEW	COM SER A	25470F104	15490	682655					
			5	364	SH			DEFINED	9
			5	350	SH			DEFINED	20
DISCOVERY COMMUNICATNS NEW	COM SER C	25470F302	10	714					
			23	1728	SH			DEFINED	9
			5	350	SH			DEFINED	20
DISH NETWORK CORP	CL A	25470M109	28	2078					
			14	1270	SH			DEFINED	9
			14	1270					

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN	SH/ AMT	PUT/ PRN	CALL	DSCRETN	MA
DISCOVER FINL SVCS	COM	254709108	1130	118554	SH			DEFINED	9
			928	97394	SH			DEFINED	20
DIVIDEND CAP RLTY INCM ALLC	COM	25537T105	2058	215948					
			0	20	SH			DEFINED	9

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/PRN	SH/PRN	PUT/CALL	INVTMT DCRETN	MA
DR REDDYS LABS LTD	ADR	256135203	11	1100	SH		DEFINED	20
DOLAN MEDIA CO	COM	25659P402	52	7875	SH		DEFINED	9
			21	3198	SH		DEFINED	20
DOLBY LABORATORIES INC	COM	25659T107	1	17	SH		DEFINED	20
DOLLAR TREE INC	COM	256746108	2113	50680	SH		DEFINED	9
			280	6722	SH		DEFINED	20
DOMINION RES BLACK WARRIOR T	UNITS BEN INT	25746Q108	2393	57402				
			15	900	SH		DEFINED	20
DOMINION RES INC VA NEW	COM	25746U109	1776	49562	SH		DEFINED	9
			7396	206369	SH		DEFINED	20
			20	568	SH		DEFINED	8
DONALDSON INC	COM	257651109	9193	256499	SH		DEFINED	9
			356	10581	SH			
DONNELLEY R R & SONS CO	COM	257867101	357	26261	SH		DEFINED	9
			145	10682	SH		DEFINED	20
			502	36943				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/PRN	SH/PRN	PUT/CALL	INVTMT DCRETN	MA
DORAL FINL CORP	COM NEW	25811P886	2	324	SH		DEFINED	20
DOUGLAS EMMETT INC	COM	25960P109	253	19344	SH		DEFINED	9
			1	82	SH		DEFINED	20
DOVER CORP	COM	260003108	1105	33562	SH		DEFINED	9
			739	22459	SH		DEFINED	20
			2	46	SH		DEFINED	8

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DOW CHEM CO	COM	260543103	1846 4104 2294 11	56067 271939 SH 152050 SH 730 SH	DEFINED 9 DEFINED 20 DEFINED 8
DR PEPPER SNAPPLE GROUP INC	COM	26138E109	6409 87 44	424719 5367 SH 2685 SH	DEFINED 9 DEFINED 20
DREAMWORKS ANIMATION SKG INC	CL A	26153C103	131 13 0	8052 500 SH 11 SH	DEFINED 9 DEFINED 20
DREYFUS STRATEGIC MUNS INC	COM	261932107	13 25	511 4436 SH	DEFINED 20
DREYFUS STRATEGIC MUN BD FD	COM	26202F107	25 38	4436 6850 SH	DEFINED 9
DU PONT E I DE NEMOURS & CO	COM	263534109	38 10655 5125 3	6850 421161 SH 202553 SH 125 SH	DEFINED 9 DEFINED 20 DEFINED 8
			15783	623839	

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
DUFF & PHELPS UTIL CORP BD T	COM	26432K108	4	440	SH		DEFINED 9	
DUKE ENERGY CORP NEW	COM	26441C105	14085 7859 5	440 938391 523600	SH SH SH		DEFINED 9 DEFINED 20 DEFINED 8	
DUKE REALTY CORP	COM NEW	264411505	21950 1811 2037	1462341 165276 185870	SH SH SH		DEFINED 9 DEFINED 20	
DUN & BRADSTREET CORP DEL NE	COM	26483E100	3849 60 98	351146 779 1272	SH SH SH		DEFINED 9 DEFINED 20	
DYNAMEX INC	COM	26784F103	158 12	2051 780	SH		DEFINED 9	

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				12	842	SH	DEFINED	20
				-----	-----			
				24	1622			
DYNEGY INC DEL	CL A	26817G102		4	1891	SH	DEFINED	9
				4	2054	SH	DEFINED	20
				-----	-----			
				8	3945			
E M C CORP MASS	NOTE 1.750%12	268648AK8		8201	84000	SH	DEFINED	9
				-----	-----			
				8201	84000			
E M C CORP MASS	COM	268648102		12831	1225542	SH	DEFINED	9
				6021	575094	SH	DEFINED	20
				11	1070	SH	DEFINED	8
				-----	-----			
				18864	1801706			
ENSCO INTL INC	COM	26874Q100		109	3845	SH	DEFINED	9
				31	1104	SH	DEFINED	20
				-----	-----			
				141	4949			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PUT/ CALL	INVSTMT DSCRETN	MA
ENI S P A	SPONSORED ADR	26874R108	143	2982	SH	DEFINED	9
			153	3203	SH	DEFINED	20
			-----	-----			
			296	6185			
EOG RES INC	COM	26875P101	1241	18645	SH	DEFINED	9
			3086	46345	SH	DEFINED	20
			7	100	SH	DEFINED	8
			-----	-----			
			4334	65090			
EPIQ SYS INC	COM	26882D109	47	2804	SH	DEFINED	9
			20	1196	SH	DEFINED	20
			-----	-----			
			67	4000			
E TRADE FINANCIAL CORP	COM	269246104	2	1377	SH	DEFINED	9
			-----	-----			
			2	1377			
EARTHLINK INC	COM	270321102	16	2375	SH	DEFINED	9
			-----	-----			
			16	2375			
EAST WEST BANCORP INC	COM	27579R104	14	850	SH	DEFINED	9
			-----	-----			
			14	850			
EASTMAN CHEM CO	COM	277432100	271	8554	SH	DEFINED	9

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			194	6106	SH	DEFINED	20
			-----	-----			
EASTMAN KODAK CO	COM	277461109	465	14660			
			24	3600	SH	DEFINED	9
			6	959	SH	DEFINED	20
			-----	-----			
EATON CORP	COM	278058102	30	4559			
			205	4115	SH	DEFINED	9
			1693	34052	SH	DEFINED	20
			-----	-----			
EATON VANCE CA MUNI INCOME T	SH BEN INT	27826F101	1897	38167			
			0	19	SH	DEFINED	9
			-----	-----			
				19			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
EATON VANCE OH MUNI INCOME T	SH BEN INT	27826G109	30	3400	SH		DEFINED	9
			-----	-----				
EATON VANCE MUNI INCOME TRUS	SH BEN INT	27826U108	30	3400				
			12	1546	SH		DEFINED	9
			-----	-----				
EATON VANCE NY MUNI INCOME T	SH BEN INT	27826W104	12	1546				
			0	18	SH		DEFINED	9
			-----	-----				
EATON VANCE CORP	COM NON VTG	278265103		18				
			321	15267	SH		DEFINED	9
			392	18645	SH		DEFINED	20
			-----	-----				
EATON VANCE INS MUN BD FD	COM	27827X101	713	33912				
			217	24464	SH		DEFINED	9
			26	2940	SH		DEFINED	20
			-----	-----				
EATON VANCE ENHANCED EQ INC	COM	278274105	243	27404				
			93	7750	SH		DEFINED	9
			-----	-----				
EATON VANCE ENH EQTY INC FD	COM	278277108	93	7750				
			136	12750	SH		DEFINED	9
			-----	-----				
EATON VANCE INS CA MUN BD FD	COM	27828A100	136	12750				
			1	79	SH		DEFINED	9
			-----	-----				
EATON VANCE TAX ADVT DIV INC	COM	27828G107	1	79				
			36	3054	SH		DEFINED	9
			36	3110	SH		DEFINED	20

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/PRN	SH/PRN	PUT/CALL	INVSTMT DSCRETN
EATON VANCE LTD DUR INCOME F	COM	27828H105	72	6164			
			5	500	SH		DEFINED 9
			27	2697	SH		DEFINED 20
			32	3197			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/PRN	SH/PRN	PUT/CALL	INVSTMT DSCRETN
EATON VANCE TX MGD DIV EQ IN	COM	27828N102	33	3020	SH		DEFINED 9
			27	2500	SH		DEFINED 20
EATON VANCE SR FLTNG RTE TR	COM	27828Q105	60	5520			
			42	5325	SH		DEFINED 9
			40	5143	SH		DEFINED 20
EATON VANCE INS NJ MUN BD FD	COM	27828R103	82	10468			
			29	2900	SH		DEFINED 20
EATON VANCE TX ADV GLBL DIV	COM	27828S101	29	2900			
			78	7300	SH		DEFINED 9
			32	3050	SH		DEFINED 20
EATON VANCE TX ADV GLB DIV O	COM	27828U106	110	10350			
			72	5059	SH		DEFINED 9
EATON VANCE TAX MNGED BUY WR	COM	27828X100	72	5059			
			6	500	SH		DEFINED 20
EATON VANCE TXMGD GL BUYWR O	COM	27829C105	6	500			
			34	3320	SH		DEFINED 9
EATON VANCE TAX MNG GBL DV E	COM	27829F108	34	3320			
			68	6920	SH		DEFINED 9
			25	2500	SH		DEFINED 20
EBAY INC	COM	278642103	93	9420			
			331	23685	SH		DEFINED 9
			290	20738	SH		DEFINED 20
ECHELON CORP	COM	27874N105	620	44423			
			16	2008	SH		DEFINED 9
			15	1806	SH		DEFINED 20
			31	3814			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
ECHOSTAR CORP	CL A	278768106	3	216	SH		DEFINED 9	
			-----	-----				
			3	216				
ECLIPSYS CORP	COM	278856109	1	36	SH		DEFINED 20	
			-----	-----				
			1	36				
ECOLAB INC	COM	278865100	10528	299522	SH		DEFINED 9	
			7332	208600	SH		DEFINED 20	
			-----	-----				
			17861	508122				
EDISON INTL	COM	281020107	663	20627	SH		DEFINED 9	
			499	15528	SH		DEFINED 20	
			-----	-----				
			1161	36155				
EDWARDS LIFESCIENCES CORP	COM	28176E108	25	458	SH		DEFINED 9	
			-----	-----				
			25	458				
EL PASO CORP	COM	28336L109	101	12891	SH		DEFINED 9	
			15	1975	SH		DEFINED 20	
			-----	-----				
			116	14866				
EL PASO ELEC CO	COM NEW	283677854	37	2025	SH		DEFINED 20	
			-----	-----				
			37	2025				
ELAN PLC	ADR	284131208	1	239	SH		DEFINED 9	
			4	600	SH		DEFINED 20	
			-----	-----				
			5	839				
ELECTRONIC ARTS INC	COM	285512109	181	11281	SH		DEFINED 9	
			826	51500	SH		DEFINED 20	
			-----	-----				
			1007	62781				
ELECTRONICS FOR IMAGING INC	COM	286082102	25	2575	SH		DEFINED 9	
			-----	-----				
			25	2575				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVTMT DSCRETN	MA
EMBARQ CORP	COM	29078E105	23	653	SH		DEFINED	9
			9	254	SH		DEFINED	20
EMBRAER-EMPRESA BRASILEIRA D	SP ADR COM SHS	29081M102	33	907				
			3	204	SH		DEFINED	9
EMCOR GROUP INC	COM	29084Q100	3	204				
			414	18466	SH		DEFINED	9
EMERGING MKTS TELECOMNC FD N	COM	290890102	584	26032	SH		DEFINED	20
			998	44498				
EMERGENCY MEDICAL SVCS CORP	CL A	29100P102	2	117	SH		DEFINED	20
			294	8020	SH		DEFINED	9
EMERSON ELEC CO	COM	291011104	133	3645	SH		DEFINED	20
			427	11665				
EMMIS COMMUNICATIONS CORP	CL A	291525103	49750	1358924	SH		DEFINED	9
			25958	709050	SH		DEFINED	20
EMPIRE DIST ELEC CO	COM	291641108	57	1550	SH		DEFINED	8
			75765	2069524				
EMULEX CORP	COM NEW	292475209	0	100	SH		DEFINED	20
			12	674	SH		DEFINED	20
ENBRIDGE INC	COM	29250N105	12	674				
			18	2650	SH		DEFINED	9
			1011	31150				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
ENBRIDGE ENERGY PARTNERS L P	COM	29250R106	26	1000	SH		DEFINED 9	
			26	1000	SH		DEFINED 20	
			10	400	SH		DEFINED 8	
			-----	-----				
ENCANA CORP	COM	292505104	61	2400				
			696	14975	SH		DEFINED 9	
			830	17867	SH		DEFINED 20	
			-----	-----				
ENDO PHARMACEUTICALS HLDGS I	COM	29264F205	1548	33314				
			70	2713	SH		DEFINED 20	
			-----	-----				
ENERGEN CORP	COM	29265N108	70	2713				
			47	1588	SH		DEFINED 9	
			-----	-----				
ENERGY CONVERSION DEVICES IN	COM	292659109	35	1200	SH		DEFINED 20	
			82	2788				
			-----	-----				
ENERGIZER HLDGS INC	COM	29266R108	138	5487	SH		DEFINED 9	
			21	837	SH		DEFINED 20	
			-----	-----				
ENERGIZER HLDGS INC	COM	29266R108	159	6324				
			137	2533	SH		DEFINED 9	
			-----	-----				
ENERGY TRANSFER PRNRS L P	UNIT LTD PARTN	29273R109	237	4375	SH		DEFINED 20	
			374	6908				
			-----	-----				
ENERPLUS RES FD	UNIT TR G NEW	29274D604	204	6000				
			196	10005	SH		DEFINED 9	
			-----	-----				
ENERPLUS RES FD	UNIT TR G NEW	29274D604	150	7668	SH		DEFINED 20	
			346	17673				
			-----	-----				
ENERSIS S A	SPONSORED ADR	29274F104	28	2206	SH		DEFINED 9	
			475	37261	SH		DEFINED 20	
			3	268	SH		DEFINED 8	
			-----	-----				
			506	39735				

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ENERSYS	COM	29275Y102	193	17524	SH	DEFINED	9
			25	2290	SH	DEFINED	20
			-----	-----			
ENERGYSOLUTIONS INC	DEPOSITARY SH	292756202	218	19814			
			1	200	SH	DEFINED	20
			-----	-----			
ENNIS INC	COM	293389102	1	200			
			7	578	SH	DEFINED	20
			-----	-----			
ENPRO INDS INC	COM	29355X107	7	578			
			151	7016	SH	DEFINED	9
			-----	-----			
ENTEGRIS INC	COM	29362U104	15	719	SH	DEFINED	20
			167	7735			
			-----	-----			
ENTERCOM COMMUNICATIONS CORP	CL A	293639100	8	3834	SH	DEFINED	9
			9	4116	SH	DEFINED	20
			-----	-----			
ENERGY CORP NEW	COM	29364G103	17	7950			
			3	2351	SH	DEFINED	9
			-----	-----			
ENERGY CORP NEW	COM	29364G103	3	2351			
			407	4891	SH	DEFINED	9
			-----	-----			
ENERGY CORP NEW	EQUITY UNIT	29364G202	2290	27547	SH	DEFINED	20
			2697	32438			
			-----	-----			
ENTERPRISE GP HLDGS L P	UNIT LP INT	293716106	17	345			
			2	100	SH	DEFINED	9
			-----	-----			
ENTERPRISE PRODS PARTNERS L	COM	293792107	26	1500	SH	DEFINED	20
			28	1600			
			-----	-----			
ENTERPRISE PRODS PARTNERS L	COM	293792107	223	10740	SH	DEFINED	9
			27	1300	SH	DEFINED	20
			-----	-----			
ENTERPRISE PRODS PARTNERS L	COM	293792107	16	750	SH	DEFINED	8
			265	12790			

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ENTERTAINMENT PPTYS TR	COM SH BEN INT	29380T105	151	5051	SH		DEFINED	9
			54	1824	SH		DEFINED	20
			-----	-----				
			205	6875				

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ENTRUST INC	COM	293848107	2	1000	SH	DEFINED	9
			-----	-----			
			2	1000			
EQUIFAX INC	COM	294429105	138	5192	SH	DEFINED	9
			661	24925	SH	DEFINED	20
			-----	-----			
			799	30117			
EQUINIX INC	COM NEW	29444U502	392	7374	SH	DEFINED	9
			94	1769	SH	DEFINED	20
			-----	-----			
			486	9143			
EQUITABLE RES INC	COM	294549100	523	15592	SH	DEFINED	9
			74	2200	SH	DEFINED	20
			-----	-----			
			597	17792			
EQUITY RESIDENTIAL	SH BEN INT	29476L107	332	11143	SH	DEFINED	9
			488	16378	SH	DEFINED	20
			-----	-----			
			821	27521			
ERICSSON L M TEL CO	ADR B SEK 10	294821608	39	4934	SH	DEFINED	9
			35	4502	SH	DEFINED	20
			-----	-----			
			74	9436			
ESCALADE INC	COM	296056104	3	4450	SH	DEFINED	20
			-----	-----			
			3	4450			
ETABLISSEMENTS DELHAIZE FRER	SPONSORED ADR	29759W101	58	920	SH	DEFINED	9
			0	5	SH	DEFINED	20
			-----	-----			
			58	925			
ETRIALS WORLDWIDE INC	COM	29786P103	19	21760	SH	DEFINED	20
			-----	-----			
			19	21760			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PUT/ CALL	INVTMT DSCRETN	MA
-----	-----	-----	-----	-----	-----	-----	-----
EURONET WORLDWIDE INC	COM	298736109	2	186	SH	DEFINED	9
			-----	-----			
			2	186			
EVERGREEN INCOME ADVANTAGE F	COM SHS	30023Y105	10	1780	SH	DEFINED	9
			-----	-----			
			10	1780			
EVERGREEN SOLAR INC	COM	30033R108	1	330	SH	DEFINED	9
			2	500	SH	DEFINED	20
			-----	-----			

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EXELON CORP	COM	30161N101	3	830			
			678	12196	SH	DEFINED 9	
			2059	37026	SH	DEFINED 20	
			4	75	SH	DEFINED 8	
			-----	-----			
EXPEDIA INC DEL	COM	30212P105	2741	49297			
			20	2420	SH	DEFINED 9	
			-----	-----			
EXPEDITORS INTL WASH INC	COM	302130109	20	2420			
			167	5023	SH	DEFINED 9	
			266	8009	SH	DEFINED 20	
			-----	-----			
EXPRESSJET HOLDINGS INC	NOTE 11.250% 8	30218UAB4	434	13032			
			197	3000	SH	DEFINED 9	
			-----	-----			
EXPRESS SCRIPTS INC	COM	302182100	197	3000			
			1924	35002	SH	DEFINED 9	
			877	15957	SH	DEFINED 20	
			-----	-----			
EXXON MOBIL CORP	COM	30231G102	2802	50959			
			228591	2863466	SH	DEFINED 9	
			135114	1692518	SH	DEFINED 20	
			534	6687	SH	DEFINED 8	
			-----	-----			
			364238	4562671			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
FLIR SYS INC	COM	302445101	403	13139	SH		DEFINED 9	
			54	1756	SH	DEFINED 20		
			-----	-----				
FMC TECHNOLOGIES INC	COM	30249U101	457	14895				
			38	1579	SH	DEFINED 9		
			19	808	SH	DEFINED 20		
			-----	-----				
F M C CORP	COM NEW	302491303	57	2387				
			785	17549	SH	DEFINED 9		
			362	8103	SH	DEFINED 20		
			-----	-----				
FNB CORP PA	COM	302520101	1147	25652				
			412	31202	SH	DEFINED 20		
			-----	-----				
FPIC INS GROUP INC	COM	302563101	412	31202				
			9	210	SH	DEFINED 20		
			-----	-----				

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FPL GROUP INC	COM	302571104	9 20169 21803 143	210 400740 SH 433201 SH 2840 SH	DEFINED 9 DEFINED 20 DEFINED 8
FTI CONSULTING INC	COM	302941109	42115 297 88	836781 6654 SH 1973 SH	DEFINED 9 DEFINED 20
FACTSET RESH SYS INC	COM	303075105	385 1704	8627 38521 SH	DEFINED 20
FAIR ISAAC CORP	COM	303250104	1704 5	38521 305 SH	DEFINED 9
FAIRCHILD SEMICONDUCTOR INTL	COM	303726103	5 14	305 2900 SH	DEFINED 9
			14	2900	

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FAIRFAX FINL HLDGS LTD	SUB VTG	303901102	3 8	10 25	SH SH		DEFINED 9 DEFINED 20	
FAIRPOINT COMMUNICATIONS INC	COM	305560104	11 4 3 0	35 1245 1022 11	SH SH SH SH		DEFINED 9 DEFINED 20 DEFINED 8	
FAMILY DLR STORES INC	COM	307000109	7 707	2278 27121	SH		DEFINED 9	
FARO TECHNOLOGIES INC	COM	311642102	707 14 15	27121 804 862	SH SH		DEFINED 9 DEFINED 20	
FASTENAL CO	COM	311900104	28 601 526	1666 17253 15082	SH SH		DEFINED 9 DEFINED 20	
FEDERAL HOME LN MTG CORP	COM	313400301	1127 1 0	32335 1300 50	SH SH		DEFINED 9 DEFINED 20	

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FEDERAL NATL MTG ASSN	COM	313586109	1	1350				
			2	3023	SH		DEFINED	9
			1	910	SH		DEFINED	20
			3	3933				
FEDERAL REALTY INVT TR	SH BEN INT NEW	313747206	70	1130	SH		DEFINED	9
			112	1800	SH		DEFINED	20
			182	2930				
FEDERAL SIGNAL CORP	COM	313855108	2	200	SH		DEFINED	20
			2	200				

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FEDERATED INVS INC PA	CL B	314211103	37	2210	SH		DEFINED	9
			1	68	SH		DEFINED	8
			39	2278				
FEDERATED PREM MUN INC FD	COM	31423P108	0	28	SH		DEFINED	9
			64	7000	SH		DEFINED	20
			64	7028				
FEDEX CORP	COM	31428X106	2236	34848	SH		DEFINED	9
			1401	21847	SH		DEFINED	20
			3637	56695				
FERRELLGAS PARTNERS L.P.	UNIT LTD PART	315293100	19	1295	SH		DEFINED	9
			148	10100	SH		DEFINED	20
			167	11395				
FERRO CORP	COM	315405100	89	12682	SH		DEFINED	9
			9	1218	SH		DEFINED	20
			98	13900				
F5 NETWORKS INC	COM	315616102	42	1858	SH		DEFINED	9
			24	1046	SH		DEFINED	20
			66	2904				
FIDELITY NATL INFORMATION SV	COM	31620M106	81	4990	SH		DEFINED	9
			248	15225	SH		DEFINED	20
			329	20215				
FIDELITY NATIONAL FINANCIAL	CL A	31620R105	7	422	SH		DEFINED	9
			5	268	SH		DEFINED	20

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FIDUCIARY CLAYMORE MLP OPP F	COM	31647Q106	12	690				
			8	640	SH		DEFINED	20
			8	640				

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FIFTH THIRD BANCORP	COM	316773100	115436	13975245	SH		DEFINED	9
			22795	2759637	SH		DEFINED	20
			20	2388	SH		DEFINED	8
FIFTH THIRD BANCORP	CNV PFD DEP1/2	316773209	138250	16737270				
			78	930	SH		DEFINED	9
			127	1500	SH		DEFINED	20
FIRST AMERN CORP CALIF	COM	318522307	205	2430				
			24	835	SH		DEFINED	9
FIRST BANCORP N C	COM	318910106	24	835				
			29	1604	SH		DEFINED	9
FIRST FINL BANCORP OH	COM	320209109	29	1604				
			48	3845	SH		DEFINED	9
FIRST FINL HLDGS INC	COM	320239106	48	3845				
			4	200	SH		DEFINED	9
FIRST HORIZON NATL CORP	COM	320517105	4	200				
			40	3794	SH		DEFINED	9
			32	3008	SH		DEFINED	20
FIRST INDUSTRIAL REALTY TRUS	COM	32054K103	72	6802				
			19	2500	SH		DEFINED	9
			51	6715	SH		DEFINED	20
FIRST MARBLEHEAD CORP	COM	320771108	70	9215				
			14	10550	SH		DEFINED	9
FIRST MIDWEST BANCORP DEL	COM	320867104	14	10550				
			22	1125	SH		DEFINED	9
			77	3868	SH		DEFINED	20
			100	4993				

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FIRST PACTRUST BANCORP INC	COM	33589V101	83	8580	SH		DEFINED 9	
			83	8580				
FIRST POTOMAC RLTY TR	COM	33610F109	3	276	SH		DEFINED 20	
			3	276				
FIRST SOLAR INC	COM	336433107	282	2046	SH		DEFINED 9	
			25	183	SH		DEFINED 20	
			308	2229				
FIRST TR ENHANCED EQTY INC F	COM	337318109	2	218	SH		DEFINED 9	
			2	218				
FIRST TR ISE GLB WIND ENRG E	COM SHS	33736G106	3	200	SH		DEFINED 20	
			3	200				
FISERV INC	COM	337738108	6737	185245	SH		DEFINED 9	
			2239	61550	SH		DEFINED 20	
			2	56	SH		DEFINED 8	
			8978	246851				
FIRSTMERIT CORP	COM	337915102	26	1248	SH		DEFINED 9	
			0	5	SH		DEFINED 20	
			26	1253				
FIRSTENERGY CORP	COM	337932107	1603	33002	SH		DEFINED 9	
			1332	27411	SH		DEFINED 20	
			2935	60413				
FISHER SCIENTIFIC INTL INC	NOTE 3.250% 3	338032AX3	5046	45000	SH		DEFINED 9	
			5046	45000				
FLAHERTY & CRMN/CLYMR PFD SE	COM SHS	338478100	3	323	SH		DEFINED 20	
			3	323				

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FLAHERTY & CRUMRINE PFD INC	COM	33848E106	814 3963	176859 861593	SH SH		DEFINED DEFINED	9 20
FLORIDA PUB UTILS CO	COM	341135101	4777 11	1038452 1000	SH		DEFINED	9
FLUOR CORP NEW	COM	343412102	2335 515	52044 11470	SH SH		DEFINED DEFINED	9 20
FLOW INTL CORP	COM	343468104	2850 12	63514 5000	SH		DEFINED	9
FLOWERS FOODS INC	COM	343498101	12 123 52	5000 5056 2122	SH SH		DEFINED DEFINED	9 20
FLOWSERVE CORP	COM	34354P105	175 1488 412	7178 28891 8004	SH SH		DEFINED DEFINED	9 20
FOCUS MEDIA HLDG LTD	SPONSORED ADR	34415V109	1900 14 1	36895 1540 139	SH SH		DEFINED DEFINED	9 20
FOMENTO ECONOMICO MEXICANO S	SPON ADR UNITS	344419106	15 437 336	1679 14505 11159	SH SH		DEFINED DEFINED	9 20
FOOT LOCKER INC	COM	344849104	773 7	25664 1000	SH		DEFINED	9
FORCE PROTECTION INC	COM NEW	345203202	7 10	1000 1600	SH		DEFINED	20
			10	1600				

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FORM 13F
 NAME OF REPORTING MANAGER:FIFTH THIRD BANCORP

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
FORD MTR CO DEL	COM PAR \$0.01	345370860	35 241	15343 105141	SH SH		DEFINED 9 DEFINED 20	
FOREST CITY ENTERPRISES INC	CL A	345550107	276 13	120484 1887			DEFINED 9	
FOREST LABS INC	COM	345838106	13 3482 2028	1887 136695 79613	SH SH		DEFINED 9 DEFINED 20	
FORESTAR GROUP INC	COM	346233109	5509 0	216308 44	SH		DEFINED 9	
FORRESTER RESH INC	COM	346563109	346 90	12250 3174	SH SH		DEFINED 9 DEFINED 20	
FORTUNE BRANDS INC	COM	349631101	435 1268 5092	15424 30715 123347	SH SH		DEFINED 9 DEFINED 20	
FORWARD AIR CORP	COM	349853101	6360 290 401	154062 11942 16512	SH SH		DEFINED 9 DEFINED 20	
FOUNDATION COAL HLDGS INC	COM	35039W100	691 9 13	28454 625 950	SH SH		DEFINED 9 DEFINED 20	
FRANCE TELECOM	SPONSORED ADR	35177Q105	22 743 602	1575 26472 21456	SH SH		DEFINED 9 DEFINED 20	
FRANKLIN ELEC INC	COM	353514102	1345 169	47928 6000	SH		DEFINED 20	
			169	6000				

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FORM 13F
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	MA
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FRANKLIN RES INC	COM	354613101	363	5688	SH	DEFINED 9
			386	6049	SH	DEFINED 20
			749	11737		
FRANKLIN STREET PPTYS CORP	COM	35471R106	49	3300	SH	DEFINED 9
			49	3300		
FRANKLIN TEMPLETON LTD DUR I	COM	35472T101	23	2666	SH	DEFINED 9
			23	2666		
FREEMPORT-MCMORAN COPPER & GO	COM	35671D857	2470	101052	SH	DEFINED 9
			2836	116046	SH	DEFINED 20
			1	21	SH	DEFINED 8
			5306	217119		
FRESENIUS KABI PHARMACEUTHLD	RIGHT 06/30/20	35802M115	0	210	SH	DEFINED 20
				210		
FRESENIUS MED CARE AG&CO KGA	SPONSORED ADR	358029106	150	3176	SH	DEFINED 9
			96	2041	SH	DEFINED 20
			246	5217		
FRISCHS RESTAURANTS INC	COM	358748101	192	10187	SH	DEFINED 9
			192	10187		
FRONTIER COMMUNICATIONS CORP	COM	35906A108	242	27678	SH	DEFINED 9
			81	9251	SH	DEFINED 20
			323	36929		
FRONTIER FINL CORP WASH	COM	35907K105	0	78	SH	DEFINED 9
				78		
FRONTIER OIL CORP	COM	35914P105	32	2500	SH	DEFINED 20
			32	2500		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
FRONTIER OIL CORP	COM	35914P105	5	880	SH		DEFINED 9	
			5	880				
FUJIFILM HLDGS CORP	ADR 2 ORD	35958N107	165	7417	SH		DEFINED 9	
			137	6178	SH		DEFINED 20	

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FULLER H B CO	COM	359694106	302 9 5	13595 584 SH 300 SH	DEFINED 9 DEFINED 20
FULTON FINL CORP PA	COM	360271100	14 20	884 2095 SH	DEFINED 9
G & K SVCS INC	CL A	361268105	20 17 23	2095 846 SH 1159 SH	DEFINED 9 DEFINED 20
GAMCO INVESTORS INC	COM	361438104	41 1	2005 35 SH	DEFINED 20
GATX CORP	COM	361448103	1 424 273	35 13702 SH 8830 SH	DEFINED 9 DEFINED 20
GEO GROUP INC	COM	36159R103	698 130 54	22532 7228 SH 2968 SH	DEFINED 9 DEFINED 20
GT SOLAR INTL INC	COM	3623E0209	184 24 10	10196 8372 SH 3321 SH	DEFINED 9 DEFINED 20
GABELLI EQUITY TR INC	COM	362397101	34 51	11693 13894 SH	DEFINED 20
			51	13894	

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVTMT DCRETN	MA
GABELLI UTIL TR	COM	36240A101	7	1217	SH		DEFINED 20	
GABELLI DIVD & INCOME TR	COM	36242H104	31	3037	SH		DEFINED 9	
GABELLI GLOBL UTIL & INCOME	COM SH BEN INT	36242L105	30	1871	SH		DEFINED 20	
GABELLI HLTHCARE & WELLNESS	SHS	36246K103	3	533	SH		DEFINED 20	
			3	533				

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GAFISA S A	SPONS ADR	362607301	1	125	SH	DEFINED 9
			-----	-----		
			1	125		
GALLAGHER ARTHUR J & CO	COM	363576109	106	4099	SH	DEFINED 9
			81	3124	SH	DEFINED 20
			-----	-----		
			187	7223		
GAMESTOP CORP NEW	CL A	36467W109	1101	50838	SH	DEFINED 9
			187	8635	SH	DEFINED 20
			-----	-----		
			1288	59473		
GANNETT INC	COM	364730101	170	21265	SH	DEFINED 9
			114	14260	SH	DEFINED 20
			-----	-----		
			284	35525		
GAP INC DEL	COM	364760108	188	14038	SH	DEFINED 9
			19	1455	SH	DEFINED 20
			-----	-----		
			207	15493		
GARDNER DENVER INC	COM	365558105	153	6552	SH	DEFINED 9
			118	5037	SH	DEFINED 20
			-----	-----		
			270	11589		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
-----	-----	-----	-----	-----	-----	-----	-----	-----
GARTNER INC	COM	366651107	12	651	SH		DEFINED 20	
			-----	-----				
			12	651				
GEN-PROBE INC NEW	COM	36866T103	304	7088	SH		DEFINED 9	
			101	2358	SH		DEFINED 20	
			-----	-----				
			405	9446				
GENAERA CORP	COM NEW	36867G209	0	83	SH		DEFINED 20	
			-----	-----				
				83				
GENENTECH INC	COM NEW	368710406	1243	14997	SH		DEFINED 9	
			789	9522	SH		DEFINED 20	
			-----	-----				
			2033	24519				
GENERAL AMERN INVS INC	COM	368802104	27	1538	SH		DEFINED 9	
			-----	-----				
			27	1538				
GENERAL CABLE CORP DEL NEW	COM	369300108	258	14606	SH		DEFINED 9	
			46	2626	SH		DEFINED 20	

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/PRN	SH/PRN	PUT/CALL	INVSTMT DSCRETN
GENERAL DYNAMICS CORP	COM	369550108	305	17232			
			6126	106376	SH	DEFINED 9	
			6494	112771	SH	DEFINED 20	
			29	500	SH	DEFINED 8	
GENERAL ELECTRIC CO	COM	369604103	12650	219647			
			79871	4930334	SH	DEFINED 9	
			50135	3094723	SH	DEFINED 20	
			150	9261	SH	DEFINED 8	
GENERAL GROWTH PPTYS INC	COM	370021107	130156	8034318			
			5	3500	SH	DEFINED 9	
			3	2529	SH	DEFINED 20	
			8	6029			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/PRN	SH/PRN	PUT/CALL	INVSTMT DSCRETN
GENERAL MLS INC	COM	370334104	3935	64767	SH		DEFINED 9
			8177	134604	SH	DEFINED 20	
GENERAL MTRS CORP	COM	370442105	12112	199371			
			70	21988	SH	DEFINED 9	
			7	2066	SH	DEFINED 20	
GENERAL MTRS CORP	DEB SR CV C 33	370442717	77	24054			
			4	1100	SH	DEFINED 20	
GENESCO INC	COM	371532102	4	1100			
			1	30	SH	DEFINED 20	
GENESEE & WYO INC	CL A	371559105	1	30			
			17	550	SH	DEFINED 9	
GENTEX CORP	COM	371901109	17	550			
			73	8312	SH	DEFINED 9	
			177	20084	SH	DEFINED 20	
GENOPTIX INC	COM	37243V100	251	28396			
			596	17478	SH	DEFINED 9	
			101	2967	SH	DEFINED 20	
GENUINE PARTS CO	COM	372460105	697	20445			
			4494	118705	SH	DEFINED 9	

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			4203	111002	SH	DEFINED	20
			11	285	SH	DEFINED	8
			8708	229992			
GENWORTH FINL INC	COM CL A	37247D106	3	1017	SH	DEFINED	9
			7	2600	SH	DEFINED	20
			10	3617			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
GENZYME CORP	COM	372917104	599	9025	SH		DEFINED	9
			789	11886	SH		DEFINED	20
			1388	20911				
GEORGIA GULF CORP	COM PAR \$0.01	373200203	1	1000	SH		DEFINED	20
			1	1000				
GERDAU S A	SPONSORED ADR	373737105	57	8700	SH		DEFINED	9
			57	8700				
GERMAN AMERN BANCORP INC	COM	373865104	57	5000	SH		DEFINED	9
			44	3878	SH		DEFINED	20
			101	8878				
GERON CORP	COM	374163103	150	32022	SH		DEFINED	20
			150	32022				
GILEAD SCIENCES INC	NOTE 0.625% 5	375558AH6	5581	41000	SH		DEFINED	9
			5581	41000				
GILEAD SCIENCES INC	COM	375558103	24769	484331	SH		DEFINED	9
			22007	430318	SH		DEFINED	20
			7	145	SH		DEFINED	8
			46783	914794				
GLACIER BANCORP INC NEW	COM	37637Q105	17	900	SH		DEFINED	9
			17	900				
GLADSTONE CAPITAL CORP	COM	376535100	85	10470	SH		DEFINED	9
			10	1290	SH		DEFINED	20
			95	11760				
GLAXOSMITHKLINE PLC	SPONSORED ADR	37733W105	3269	87716	SH		DEFINED	9
			1588	42601	SH		DEFINED	20

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
GLOBALSTAR INC	COM	378973408	1	5000	SH		DEFINED 9	
			-----	-----				
GLIMCHER RLTY TR	SH BEN INT	379302102	1	5000	SH		DEFINED 9	
			-----	-----				
GLOBAL INDS LTD	COM	379336100	1	269	SH		DEFINED 20	
			-----	-----				
GLOBAL PMTS INC	COM	37940X102	184	5605	SH		DEFINED 9	
			-----	-----				
			168	5134	SH		DEFINED 20	
			-----	-----				
GOAMERICA INC	COM PAR \$0.01	38020R304	352	10739	SH		DEFINED 20	
			-----	-----				
			4	800	SH			
GOLD FIELDS LTD NEW	SPONSORED ADR	38059T106	48	4800	SH		DEFINED 20	
			-----	-----				
			48	4800	SH			
GOLD RESV INC	NOTE 5.500% 6	38068NAB4	18	1000	SH		DEFINED 9	
			-----	-----				
			18	1000	SH			
GOLDCORP INC NEW	COM	380956409	215	6831	SH		DEFINED 9	
			-----	-----				
			11	335	SH		DEFINED 20	
			-----	-----				
GOLDMAN SACHS GROUP INC	COM	38141G104	226	7166	SH		DEFINED 9	
			-----	-----				
			1782	21118	SH		DEFINED 20	
			-----	-----				
			2739	32452	SH		DEFINED 8	
			-----	-----				
			1	10	SH			
			-----	-----				
GOODRICH CORP	COM	382388106	4522	53580	SH		DEFINED 9	
			-----	-----				
			94	2547	SH		DEFINED 20	
			-----	-----				
			19	510	SH			
			-----	-----				
			113	3057				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
GOODYEAR TIRE & RUBR CO	COM	382550101	87	14494	SH		DEFINED 9	
			3	544	SH		DEFINED 20	
			90	15038				
GOOGLE INC	CL A	38259P508	8567	27845	SH		DEFINED 9	
			4087	13284	SH		DEFINED 20	
			17	54	SH		DEFINED 8	
			12670	41183				
GRACO INC	COM	384109104	71	2984	SH		DEFINED 9	
			1376	58000	SH		DEFINED 20	
			1447	60984				
GRAINGER W W INC	COM	384802104	1112	14101	SH		DEFINED 9	
			447	5665	SH		DEFINED 20	
			1558	19766				
GREAT NORTHN IRON ORE PPTYS	CTFS BEN INT	391064102	14	200	SH		DEFINED 9	
			14	200				
GREAT PLAINS ENERGY INC	COM	391164100	50	2598	SH		DEFINED 9	
			79	4097	SH		DEFINED 20	
			129	6695				
GREEN MTN COFFEE ROASTERS IN	COM	393122106	28	735	SH		DEFINED 9	
			28	735				
GREEN BANKSHARES INC	COM NEW	394361208	25	1853	SH		DEFINED 9	
			25	1853				
GREIF INC	CL A	397624107	27	800	SH		DEFINED 9	
			5	150	SH		DEFINED 20	
			32	950				
GRIFFIN LD & NURSERIES INC	CL A	398231100	11	300	SH		DEFINED 20	
			11	300				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
GROUP 1 AUTOMOTIVE INC	COM	398905109	77	7195	SH		DEFINED 9	
			7	615	SH		DEFINED 20	
GROUPE CGI INC	CL A SUB VTG	39945C109	84	7810				
			4	500	SH		DEFINED 9	
GUESS INC	COM	401617105	4	500				
			344	22385	SH		DEFINED 9	
GUIDANCE SOFTWARE INC	COM	401692108	65	4233	SH		DEFINED 20	
			409	26618				
H & Q HEALTHCARE FD	SH BEN INT	404052102	7	1698	SH		DEFINED 9	
			8	1843	SH		DEFINED 20	
HCC INS HLDGS INC	COM	404132102	14	3541				
			13	1148	SH		DEFINED 20	
HCP INC	COM	40414L109	13	1148				
			85	3159	SH		DEFINED 9	
HDFC BANK LTD	ADR REPS 3 SHS	40415F101	85	3159				
			3491	125725	SH		DEFINED 9	
HSBC USA INC	S&P CTI ETN 23	4042EP602	3872	139427	SH		DEFINED 20	
			7363	265152				
HLTH CORPORATION	COM	40422Y101	66	925	SH		DEFINED 9	
			999	13993	SH		DEFINED 20	
HDFC BANK LTD	ADR REPS 3 SHS	40415F101	4	59	SH		DEFINED 8	
			1069	14977				
HSBC USA INC	S&P CTI ETN 23	4042EP602	36	3380	SH		DEFINED 20	
			36	3380				
HLTH CORPORATION	COM	40422Y101	19	1775	SH		DEFINED 9	
			0	9	SH		DEFINED 20	
			19	1784				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
HMS HLDGS CORP	COM	40425J101	174 73	5508 2308	SH SH		DEFINED 9 DEFINED 20	
HNI CORP	COM	404251100	246 348	7816 22000	SH		DEFINED 20	
HRPT PPTYS TR	COM SH BEN INT	40426W101	348 1	22000 333	SH		DEFINED 9	
HSBC HLDGS PLC	SPON ADR NEW	404280406	1 1574 220	333 32331 4529	SH SH		DEFINED 9 DEFINED 20	
HSBC HLDGS PLC	ADR A 1/40PF A	404280604	1794 69 631	36860 3700 33974	SH SH		DEFINED 9 DEFINED 20	
HAEMONETICS CORP	COM	405024100	700 28 6	37674 500 100	SH SH		DEFINED 9 DEFINED 20	
HAIN CELESTIAL GROUP INC	COM	405217100	34 20 22	600 1046 1131	SH SH		DEFINED 9 DEFINED 20	
HALLIBURTON CO	COM	406216101	42 708 621	2177 38957 34143	SH SH		DEFINED 9 DEFINED 20	
HANCOCK JOHN INCOME SECS TR	COM	410123103	1329 20 3	73100 2000 343	SH SH		DEFINED 9 DEFINED 20	
HANCOCK JOHN INV TRUST	TAX ADV GLB SH	41013P749	23 33	2343 3060	SH		DEFINED 9	
			33	3060				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
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HANCOCK JOHN PATRIOT PREM II	COM SH BEN INT	41013T105	16	2304	SH	DEFINED	9
			-----	-----			
			16	2304			
HANCOCK JOHN TAX-ADV DIV INC	COM	41013V100	3	300	SH	DEFINED	9
			-----	-----			
			3	300			
HANCOCK JOHN PFD INCOME FD	SH BEN INT	41013W108	18	1320	SH	DEFINED	9
			1	100	SH	DEFINED	20
			-----	-----			
			20	1420			
HANCOCK JOHN INVS TR	COM	410142103	3	200	SH	DEFINED	9
			-----	-----			
			3	200			
HANESBRANDS INC	COM	410345102	84	6605	SH	DEFINED	9
			38	2962	SH	DEFINED	20
			-----	-----			
			122	9567			
HANMI FINL CORP	COM	410495105	17	8138	SH	DEFINED	9
			-----	-----			
			17	8138			
HANOVER INS GROUP INC	COM	410867105	56	1313	SH	DEFINED	9
			-----	-----			
			56	1313			
HANSEN NAT CORP	COM	411310105	15	455	SH	DEFINED	9
			3	90	SH	DEFINED	20
			-----	-----			
			18	545			
HARLEY DAVIDSON INC	COM	412822108	191	11247	SH	DEFINED	9
			82	4839	SH	DEFINED	20
			-----	-----			
			273	16086			
HARLEYSVILLE NATL CORP PA	COM	412850109	2	105	SH	DEFINED	9
			-----	-----			
			2	105			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
HARMAN INTL INDS INC	COM	413086109	78	4670	SH		DEFINED	9
			54	3200	SH		DEFINED	20
			-----	-----				
			132	7870				
HARMONIC INC	COM	413160102	261	46501	SH		DEFINED	9
			324	57677	SH		DEFINED	20
			-----	-----				
			584	104178				

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HARRIS & HARRIS GROUP INC	COM	413833104	16	4000	SH	DEFINED	9
			-----	-----			
			16	4000			
HARRIS CORP DEL	COM	413875105	3480	91451	SH	DEFINED	9
			5380	141381	SH	DEFINED	20
			-----	-----			
			8859	232832			
HARSCO CORP	COM	415864107	341	12313	SH	DEFINED	9
			422	15234	SH	DEFINED	20
			-----	-----			
			762	27547			
HARTFORD FINL SVCS GROUP INC	COM	416515104	896	54566	SH	DEFINED	9
			606	36934	SH	DEFINED	20
			-----	-----			
			1502	91500			
HARTFORD INCOME SHS FD INC	COM	416537108	1	200	SH	DEFINED	9
			-----	-----			
			1	200			
HARVEST ENERGY TR	TRUST UNIT	41752X101	5	600	SH	DEFINED	9
			5	600	SH	DEFINED	8
			-----	-----			
			11	1200			
HASBRO INC	COM	418056107	1956	67042	SH	DEFINED	9
			202	6933	SH	DEFINED	20
			-----	-----			
			2158	73975			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
HATTERAS FINL CORP	COM	41902R103	115	4333	SH		DEFINED	9
			316	11866	SH		DEFINED	20
			-----	-----				
			431	16199				
HAWAIIAN ELEC INDUSTRIES	COM	419870100	13	570	SH		DEFINED	9
			37	1677	SH		DEFINED	20
			-----	-----				
			50	2247				
HAYNES INTERNATIONAL INC	COM NEW	420877201	2	100	SH		DEFINED	20
			-----	-----				
			2	100				
HEALTHCARE RLTY TR	COM	421946104	23	975	SH		DEFINED	9
			-----	-----				
			23	975				
HEADWATERS INC	COM	42210P102	107	15804	SH		DEFINED	9
			11	1608	SH		DEFINED	20

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HEALTH CARE REIT INC	NOTE	4.750%12	42217KAP1	118 1712	17412 18000	SH	DEFINED	9
HEALTH CARE REIT INC	NOTE	4.750% 7	42217KAQ9	1712 3967	18000 43000	SH	DEFINED	9
HEALTH CARE REIT INC	COM		42217K106	3967 359 21	43000 8513 500	SH	DEFINED	9 20
HEALTH NET INC	COM		42222G108	380 41	9013 3780	SH	DEFINED	9
HECLA MNG CO	COM		422704106	41 2	3780 700	SH	DEFINED	9
				2	700			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
HECLA MNG CO	PFD CV SER B	422704205	17	450	SH		DEFINED	20
HEICO CORP NEW	COM	422806109	17 239 40	450 6158 1024	SH		DEFINED	9 20
HEIDRICK & STRUGGLES INTL IN	COM	422819102	279 18	7182 850	SH		DEFINED	9
HEINZ H J CO	COM	423074103	18 5915 1855 14	850 157324 49329 360	SH		DEFINED	9 20 8
HELIX ENERGY SOLUTIONS GRP I	COM	42330P107	7784 149 92	207013 20617 12710	SH		DEFINED	9 20
HELMERICH & PAYNE INC	COM	423452101	241 125 107	33327 5500 4714	SH		DEFINED	9 20
HENRY JACK & ASSOC INC	COM	426281101	232 50	10214 2600	SH		DEFINED	9

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/PRN	SH/PUT/INVSTMT	DEFINITION
HERCULES OFFSHORE INC	COM	427093109	50	2600		
			67	14120	SH	DEFINED 9
			0	50	SH	DEFINED 20
HERITAGE CRYSTAL CLEAN INC	COM	42726M106	67	14170		
			23	2000	SH	DEFINED 20
HERSHEY CO	COM	427866108	23	2000		
			685	19732	SH	DEFINED 9
			1378	39668	SH	DEFINED 20
			2064	59400		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/PRN	SH/PUT/INVSTMT	DEFINITION
HESS CORP	COM	42809H107	131	2435	SH	DEFINED 9
			112	2084	SH	DEFINED 20
HEWITT ASSOCS INC	COM	42822Q100	242	4519		
			14	507	SH	DEFINED 9
			0	10	SH	DEFINED 20
HEWLETT PACKARD CO	COM	428236103	15	517		
			28930	797199	SH	DEFINED 9
			21052	580093	SH	DEFINED 20
			19	536	SH	DEFINED 8
HEXCEL CORP NEW	COM	428291108	50002	1377828		
			2	220	SH	DEFINED 9
HIGH YIELD INCOME FD INC	COM	429904105	2	220		
			19	6250	SH	DEFINED 9
HIGHLAND CR STRATEGIES FD	COM	43005Q107	19	6250		
			8	1323	SH	DEFINED 20
HIGHWOODS PPTYS INC	COM	431284108	8	1323		
			137	5000	SH	DEFINED 9
HILL ROM HLDGS INC	COM	431475102	137	5000		
			4529	275127	SH	DEFINED 9
			20	1190	SH	DEFINED 20
			4548	276317		

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HILLENBRAND INC	COM	431571108	4617 23	276824 1376	SH SH	DEFINED 9 DEFINED 20
			-----	-----		
HIMAX TECHNOLOGIES INC	SPONSORED ADR	43289P106	4640 3	278200 2000	SH SH	DEFINED 20
			-----	-----		
			3	2000		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
HITACHI LIMITED	ADR 10 COM	433578507	21	525	SH		DEFINED 9	
			-----	-----				
HITTITE MICROWAVE CORP	COM	43365Y104	216 42	525 1424	SH SH		DEFINED 9 DEFINED 20	
			-----	-----				
HOKU SCIENTIFIC INC	COM	434712105	258 3	8770 950	SH		DEFINED 9	
			-----	-----				
HOLLY CORP	COM PAR \$0.01	435758305	3 41	950 2233	SH		DEFINED 9	
			-----	-----				
HOLLY ENERGY PARTNERS L P	COM UT LTD PTN	435763107	41 43	950 2000	SH		DEFINED 20	
			-----	-----				
HOLOGIC INC	FRNT 2.000%12	436440AA9	43 407	2000 7000	SH		DEFINED 9	
			-----	-----				
HOLOGIC INC	COM	436440101	407 281 145	7000 21462 11127	SH SH		DEFINED 9 DEFINED 20	
			-----	-----				
HOME DEPOT INC	COM	437076102	426 12475 4037 9	32589 541926 175368 370	SH SH SH		DEFINED 9 DEFINED 20 DEFINED 8	
			-----	-----				
HONDA MOTOR LTD	AMERN SHS	438128308	16521 7078 3159 3	717664 331666 148043 161	SH SH SH		DEFINED 9 DEFINED 20 DEFINED 8	
			-----	-----				
			10240	479870				

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HONEYWELL INTL INC	COM	438516106	9297	283178	SH		DEFINED 9	
			6190	188549	SH		DEFINED 20	
			12	370	SH		DEFINED 8	
			-----	-----				
			15499	472097				
HOOPER HOLMES INC	COM	439104100	0	1000	SH		DEFINED 20	
			-----	-----				
				1000				
HORMEL FOODS CORP	COM	440452100	33	1066	SH		DEFINED 9	
			6	200	SH		DEFINED 20	
			-----	-----				
			39	1266				
HORNBECK OFFSHORE SVCS INC N	COM	440543106	2	120	SH		DEFINED 9	
			-----	-----				
			2	120				
HOSPITALITY PPTYS TR	COM SH BEN INT	44106M102	234	15759	SH		DEFINED 9	
			1165	78366	SH		DEFINED 20	
			-----	-----				
			1400	94125				
HOSPIRA INC	COM	441060100	214	7993	SH		DEFINED 9	
			1300	48479	SH		DEFINED 20	
			-----	-----				
			1515	56472				
HOST HOTELS & RESORTS INC	COM	44107P104	34	4530	SH		DEFINED 9	
			23	3101	SH		DEFINED 20	
			-----	-----				
			58	7631				
HUANENG PWR INTL INC	SPON ADR H SHS	443304100	46	1587	SH		DEFINED 9	
			-----	-----				
			46	1587				
HUBBELL INC	CL A	443510102	238	7800	SH		DEFINED 9	
			-----	-----				
			238	7800				
HUBBELL INC	CL B	443510201	905	27697	SH		DEFINED 9	
			35	1075	SH		DEFINED 20	
			-----	-----				
			940	28772				

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HUDSON CITY BANCORP	COM	443683107	71	4440	SH		DEFINED	9
			11	702	SH		DEFINED	20
HUDSON HIGHLAND GROUP INC	COM	443792106	82	5142				
			1	201	SH		DEFINED	9
HUGOTON RTY TR TEX	UNIT BEN INT	444717102	1	201				
			32	2000	SH		DEFINED	9
HUMANA INC	COM	444859102	8	505	SH		DEFINED	20
			40	2505				
HUNT J B TRANS SVCS INC	COM	445658107	862	23109	SH		DEFINED	9
			1816	48702	SH		DEFINED	20
HUNTINGTON BANCSHARES INC	COM	446150104	2677	71811				
			7	250	SH		DEFINED	9
HUNTSMAN CORP	COM	447011107	9	359	SH		DEFINED	20
			16	609				
HURON CONSULTING GROUP INC	COM	447462102	1053	137480	SH		DEFINED	9
			193	25231	SH		DEFINED	20
ICT GROUP INC	COM	44929Y101	1246	162711				
			0	57	SH		DEFINED	20
HURON CONSULTING GROUP INC	COM	447462102	57					
			494	8627	SH		DEFINED	9
HURON CONSULTING GROUP INC	COM	447462102	77	1348	SH		DEFINED	20
			571	9975				
ICT GROUP INC	COM	44929Y101	38	8346	SH		DEFINED	9
			49	10791	SH		DEFINED	20
			88	19137				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
ING PRIME RATE TR	SH BEN INT	44977W106	39 212	12000 64500	SH SH		DEFINED 9 DEFINED 20	
IPG PHOTONICS CORP	COM	44980X109	251 42 17	76500 3168 1306	SH SH		DEFINED 9 DEFINED 20	
ING CLARION GLB RE EST INCM	COM	44982G104	59 12	4474 3000	SH		DEFINED 20	
IPC THE HOSPITALIST CO INC	COM	44984A105	12 14 15	3000 850 917	SH SH		DEFINED 9 DEFINED 20	
IMS HEALTH INC	COM	449934108	30 209 250	1767 13772 16464	SH SH		DEFINED 9 DEFINED 20	
ISTAR FINL INC	COM	45031U101	458 0	30236 200	SH		DEFINED 9	
ITT EDUCATIONAL SERVICES INC	COM	45068B109	81	200 851	SH		DEFINED 9	
ITT CORP NEW	COM	450911102	81 1961 3853	851 42640 83770	SH SH		DEFINED 9 DEFINED 20	
ICON PUB LTD CO	SPONSORED ADR	45103T107	5814 506 62	126410 25693 3133	SH SH		DEFINED 9 DEFINED 20	
ICICI BK LTD	ADR	45104G104	568 25	28826 1315	SH		DEFINED 9	

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
ICONIX BRAND GROUP INC	COM	451055107	121	12348	SH		DEFINED 9	

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			49	5056	SH	DEFINED	20
			-----	-----			
			170	17404			
ICAHN ENTERPRISES LP	DEPOSITRY UNIT	451100101	31	1173	SH	DEFINED	9
			-----	-----			
			31	1173			
IDEX CORP	COM	45167R104	183	7590	SH	DEFINED	9
			51	2106	SH	DEFINED	20
			-----	-----			
			234	9696			
IDEXX LABS INC	COM	45168D104	76	2100	SH	DEFINED	20
			-----	-----			
			76	2100			
ILLINOIS TOOL WKS INC	COM	452308109	20656	589314	SH	DEFINED	9
			3194	91140	SH	DEFINED	20
			22	641	SH	DEFINED	8
			-----	-----			
			23872	681095			
ILLUMINA INC	COM	452327109	1304	50045	SH	DEFINED	9
			131	5034	SH	DEFINED	20
			-----	-----			
			1435	55079			
IMATION CORP	COM	45245A107	62	4602	SH	DEFINED	9
			3	200	SH	DEFINED	20
			-----	-----			
			65	4802			
IMAX CORP	COM	45245E109	162	36250	SH	DEFINED	9
			-----	-----			
			162	36250			
IMMUCOR INC	COM	452526106	669	25171	SH	DEFINED	9
			-----	-----			
			669	25171			
IMMUNOMEDICS INC	COM	452907108	9	5423	SH	DEFINED	9
			-----	-----			
			9	5423			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
IMPERIAL OIL LTD	COM NEW	453038408	47	1390	SH		DEFINED	9
			47	1390	SH		DEFINED	20
			-----	-----				
			94	2780				
IMPERIAL SUGAR CO NEW	COM NEW	453096208	1	37	SH		DEFINED	20
			-----	-----				
			1	37				

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INDEPENDENT BANK CORP MASS	COM	453836108	19	725	SH	DEFINED	9
			-----	-----			
			19	725			
INDEPENDENT BANK CORP MICH	COM	453838104	39	17913	SH	DEFINED	20
			-----	-----			
			39	17913			
INDIA FD INC	COM	454089103	33	1799	SH	DEFINED	9
			8	460	SH	DEFINED	20
			-----	-----			
			41	2259			
INDONESIA FD INC	COM	455778100	3	500	SH	DEFINED	9
			-----	-----			
			3	500			
INERGY L P	UNIT LTD PTNR	456615103	135	7931	SH	DEFINED	9
			198	11639	SH	DEFINED	20
			-----	-----			
			333	19570			
INFINEON TECHNOLOGIES AG	SPONSORED ADR	45662N103	1	700	SH	DEFINED	9
			-----	-----			
			1	700			
INFOSYS TECHNOLOGIES LTD	SPONSORED ADR	456788108	94	3845	SH	DEFINED	9
			-----	-----			
			94	3845			
ING GROEP N V	SPONSORED ADR	456837103	57	5114	SH	DEFINED	9
			26	2300	SH	DEFINED	20
			-----	-----			
			82	7414			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
			-----	-----				
INGRAM MICRO INC	CL A	457153104	1	69	SH		DEFINED	9
			-----	-----				
			1	69				
INLAND REAL ESTATE CORP	COM NEW	457461200	22	1728	SH		DEFINED	9
			30	2330	SH		DEFINED	20
			-----	-----				
			53	4058				
INSIGHT ENTERPRISES INC	COM	45765U103	1	153	SH		DEFINED	9
			-----	-----				
			1	153				
INSITUFORM TECHNOLOGIES INC	CL A	457667103	2	100	SH		DEFINED	9
			-----	-----				
			2	100				
INNERWORKINGS INC	COM	45773Y105	14	2068	SH		DEFINED	9
			15	2226	SH		DEFINED	20

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/PRN AMT	SH/PRN	PUT/CALL	INVTMT DSCRETN	MA
INNOPHOS HOLDINGS INC	COM	45774N108	28	4294				
			106	5358	SH	DEFINED	9	
			43	2194	SH		DEFINED	20
INTEGRA LIFESCIENCES HLDGS C	COM NEW	457985208	150	7552				
			36	1000	SH	DEFINED	20	
INTEGRATED DEVICE TECHNOLOGY	COM	458118106	36	1000				
			0	36	SH	DEFINED	20	
INTEGRATED SILICON SOLUTION	COM	45812P107	0	36				
			0	26	SH	DEFINED	20	
INTEGRA BK CORP	COM	45814P105	6	4483				
			6	4483	SH	DEFINED	20	
INTEL CORP	SDCV 2.950%12	458140AD2	6497	75000				
			6497	75000	SH	DEFINED	9	

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INTEL CORP	COM	458140100	38604	2633315	SH		DEFINED	9
			15330	1045695	SH	DEFINED	20	
			32	2187	SH	DEFINED	8	
INTEGRYS ENERGY GROUP INC	COM	45822P105	53966	3681197				
			347	8065	SH	DEFINED	9	
			525	12206	SH	DEFINED	20	
INTERCONTINENTAL HTLS GRP PL	SPONS ADR NEW	45857P301	871	20271				
			1	114	SH	DEFINED	20	
INTERCONTINENTALEXCHANGE INC	COM	45865V100	1	114				
			476	5778	SH	DEFINED	9	
			86	1043	SH	DEFINED	20	
INTERFACE INC	CL A	458665106	562	6821				
			0	100	SH	DEFINED	9	
INTERDIGITAL INC	COM	45867G101	1	100				
			1	48	SH	DEFINED	9	

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INTERNAP NETWORK SVCS CORP	COM PAR \$.001	45885A300	1	48				
			1	200	SH		DEFINED	20
INTERNATIONAL BUSINESS MACHS	COM	459200101	1	200				
			40155	477127	SH		DEFINED	9
			29324	348431	SH		DEFINED	20
			10	119	SH		DEFINED	8
INTERNATIONAL COAL GRP INC N	COM	45928H106	69489	825677				
			12	5000	SH		DEFINED	20
INTERNATIONAL FLAVORS&FRAGRA	COM	459506101	12	5000				
			439	14782	SH		DEFINED	9
			190	6395	SH		DEFINED	20
			629	21177				

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INTERNATIONAL GAME TECHNOLOG	COM	459902102	282	23745	SH		DEFINED	9
			171	14348	SH		DEFINED	20
INTL PAPER CO	COM	460146103	453	38093				
			57	4849	SH		DEFINED	9
			54	4614	SH		DEFINED	20
			1	83	SH		DEFINED	8
INTERNATIONAL RECTIFIER CORP	COM	460254105	113	9546				
			394	29174	SH		DEFINED	9
			316	23383	SH		DEFINED	20
INTERNATIONAL ROYALTY CORP	COM	460277106	710	52557				
			1	500	SH		DEFINED	20
INTERNATIONAL SPEEDWAY CORP	CL A	460335201	1	500				
			19	670	SH		DEFINED	9
			14	500	SH		DEFINED	20
INTERSIL CORP	CL A	46069S109	34	1170				
			10	1134	SH		DEFINED	9
			4	410	SH		DEFINED	20
INTERPUBLIC GROUP COS INC	COM	460690100	14	1544				
			29	7245	SH		DEFINED	9

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INTEROIL CORP	COM	460951106	29 31	7245 2275	SH	DEFINED 20
INTUITIVE SURGICAL INC	COM NEW	46120E602	31 177 72	2275 1392 564	SH	DEFINED 9 DEFINED 20
			248	1956		

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INTUIT	COM	461202103	768 446	32295 18731	SH		DEFINED 9 DEFINED 20	
INTREPID POTASH INC	COM	46121Y102	1214 14 4	51026 653 210	SH		DEFINED 9 DEFINED 20	
INVENTIV HEALTH INC	COM	46122E105	18 2	863 200	SH		DEFINED 20	
INVERNESS MED INNOVATIONS IN	COM	46126P106	2 184 3	200 9722 150	SH		DEFINED 9 DEFINED 20	
INVESTMENT GRADE MUN INCOME	COM	461368102	187 0	9872 31	SH		DEFINED 9	
INVESTMENT TECHNOLOGY GRP NE	COM	46145F105	120 0	5279 13	SH		DEFINED 9 DEFINED 20	
INVESTORS TITLE CO	COM	461804106	120 74 204	5292 1986 5453	SH		DEFINED 9 DEFINED 20	
INVITROGEN CORP	NOTE 1.500% 2	46185RAK6	278 5100	7439 68000	SH		DEFINED 9	
ION GEOPHYSICAL CORP	COM	462044108	5100 28 0	68000 8184 32	SH		DEFINED 9 DEFINED 20	
IOWA TELECOMM SERVICES INC	COM	462594201	28 239	8216 16707	SH		DEFINED 9	

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24 1708 SH DEFINED 20

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IRELAND BK	SPONSORED ADR	46267Q103	0	100	SH		DEFINED 20	
ISHARES SILVER TRUST	ISHARES	46428Q109	56	5000	SH		DEFINED 20	
ISHARES S&P GSCI COMMODITY I	UNIT BEN INT	46428R107	21	750	SH		DEFINED 9	
			1	40	SH		DEFINED 20	
ISHARES COMEX GOLD TR	ISHARES	464285105	96	1112	SH		DEFINED 9	
			6	71	SH		DEFINED 20	
ISHARES INC	MSCI AUSTRALIA	464286103	103	1183				
			7	521	SH		DEFINED 20	
ISHARES INC	MSCI AUSTRIA I	464286202	1	110	SH		DEFINED 20	
ISHARES INC	MSCI BELG INVE	464286301	1	110				
			2	176	SH		DEFINED 20	
ISHARES INC	MSCI BRAZIL	464286400	28	800	SH		DEFINED 9	
			46	1319	SH		DEFINED 20	
ISHARES INC	MSCI CDA INDEX	464286509	74	2119				
			5	300	SH		DEFINED 9	
			21	1223	SH		DEFINED 20	
ISHARES INC	MSCI EMU INDEX	464286608	27	1523				
			134	4375	SH		DEFINED 9	
			134	4375				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
ISHARES INC	MSCI PAC J IDX	464286665	237	9000	SH		DEFINED 9	
			5	200	SH		DEFINED 20	
			4	150	SH		DEFINED 8	
			-----	-----				
ISHARES INC	MSCI SINGAPORE	464286673	246	9350				
			2	273	SH		DEFINED 20	
			-----	-----				
ISHARES INC	MSCI UTD KINGD	464286699	2	329	SH		DEFINED 8	
			4	602				
			-----	-----				
ISHARES INC	MSCI FRANCE	464286707	2	166	SH		DEFINED 20	
			2	86	SH		DEFINED 20	
			-----	-----				
ISHARES INC	MSCI TAIWAN	464286731	2	86				
			94	12435	SH		DEFINED 20	
			-----	-----				
ISHARES INC	MSCI SWITZERLD	464286749	94	12435				
			2	122	SH		DEFINED 20	
			-----	-----				
ISHARES INC	MSCI SWEDEN	464286756	2	122				
			2	148	SH		DEFINED 20	
			-----	-----				
ISHARES INC	MSCI SPAIN	464286764	2	148				
			2	52	SH		DEFINED 20	
			-----	-----				
ISHARES INC	MSCI S KOREA	464286772	2	52				
			59	2100	SH		DEFINED 9	
			-----	-----				
ISHARES INC	MSCI STH AFRCA	464286780	15	524	SH		DEFINED 20	
			73	2624				
			-----	-----				
ISHARES INC			3	68	SH		DEFINED 20	
			3	68				

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FORM 13F
NAME OF REPORTING MANAGER:FIFTH THIRD BANCORP

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
ISHARES INC	MSCI GERMANY	464286806	2	98	SH		DEFINED 20	
			2	98				
ISHARES INC	MSCI NETHR INV	464286814	2	113	SH		DEFINED 20	
			2	113				
ISHARES INC	MSCI MEX INVES	464286822	32	1000	SH		DEFINED 9	
			2	68	SH		DEFINED 20	
			34	1068				
ISHARES INC	MSCI MALAYSIA	464286830	18	2460	SH		DEFINED 9	
			2	254	SH		DEFINED 20	
			20	2714				
ISHARES INC	MSCI JAPAN	464286848	142	14777	SH		DEFINED 9	
			59	6177	SH		DEFINED 20	
			201	20954				
ISHARES INC	MSCI ITALY	464286855	2	98	SH		DEFINED 20	
			2	98				
ISHARES INC	MSCI HONG KONG	464286871	151	14583	SH		DEFINED 9	
			2	170	SH		DEFINED 20	
			153	14753				
ISHARES TR	S&P 100 IDX FD	464287101	150	3478	SH		DEFINED 20	
			150	3478				
ISHARES TR	LRGE GRW INDX	464287119	7	160	SH		DEFINED 9	
			7	160				
ISHARES TR	NYSE 100INX FD	464287135	21	434	SH		DEFINED 8	
			21	434				

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FORM 13F
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	MA
ISHARES TR	NYSE COMP INDX	464287143	63	1200	SH		DEFINED 9	

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ISHARES TR	S&P 1500 INDEX	464287150	63 341	1200 8435	SH	DEFINED 20
ISHARES TR	DJ SEL DIV INX	464287168	341 3193 13531 81	8435 77343 327716 1967	SH SH SH	DEFINED 9 DEFINED 20 DEFINED 8
ISHARES TR	BARCLYS TIPS B	464287176	16806 24931 49131 30	407026 251220 495073 300	SH SH SH	DEFINED 9 DEFINED 20 DEFINED 8
ISHARES TR	FTSE XNHUA IDX	464287184	74092 167 658	746593 5736 22623	SH SH	DEFINED 9 DEFINED 20
ISHARES TR	S&P 500 INDEX	464287200	825 19499 17964	28359 215916 198915	SH SH	DEFINED 9 DEFINED 20
ISHARES TR	BARCLYS US AGG	464287226	37463 21936 33123	414831 210516 317881	SH SH	DEFINED 9 DEFINED 20
ISHARES TR	MSCI EMERG MKT	464287234	55059 25481 20500	528397 1020444 820975	SH SH	DEFINED 9 DEFINED 20
ISHARES TR	IBOXX INV CPBD	464287242	45980 21442 35821	1841419 210943 352397	SH SH	DEFINED 9 DEFINED 20
			57264	563340		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
ISHARES TR	S&P GBL TELCM	464287275	12 471	225 9184	SH SH		DEFINED 9 DEFINED 20	
ISHARES TR	S&P GBL INF	464287291	483 244 35	9409 6600 940	SH SH		DEFINED 9 DEFINED 20	

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ISHARES TR	S&P500 GRW	464287309	279	7540			
			3937	87636	SH	DEFINED 9	
			13098	291517	SH		DEFINED 20
			-----	-----			
ISHARES TR	S&P GBL ENER	464287341	17035	379153			
			11	375	SH	DEFINED 9	
			33	1139	SH		DEFINED 20
			-----	-----			
ISHARES TR	S&P NA NAT RES	464287374	44	1514			
			137	5409	SH	DEFINED 20	
			-----	-----			
ISHARES TR	S&P LTN AM 40	464287390	137	5409			
			54	2125	SH	DEFINED 9	
			27	1075	SH		DEFINED 20
			-----	-----			
ISHARES TR	S&P 500 VALUE	464287408	82	3200			
			1492	33030	SH	DEFINED 9	
			9746	215714	SH		DEFINED 20
			-----	-----			
ISHARES TR	BARCLYS 20+ YR	464287432	11238	248744			
			2617	21925	SH	DEFINED 9	
			3424	28692	SH		DEFINED 20
			-----	-----			
ISHARES TR	BARCLYS 7-10 Y	464287440	6041	50617			
			1346	13658	SH	DEFINED 9	
			2262	22956	SH		DEFINED 20
			-----	-----			
			3608	36614			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
ISHARES TR	BARCLYS 1-3 YR	464287457	5846	69051	SH		DEFINED 9	
			17546	207254	SH		DEFINED 20	
			-----	-----				
ISHARES TR	MSCI EAFE IDX	464287465	23391	276305				
			58663	1307687	SH		DEFINED 9	
			55438	1235801	SH		DEFINED 20	
			79	1761	SH		DEFINED 8	
			-----	-----				
ISHARES TR	RUSSELL MCP VL	464287473	114180	2545249				
			6556	230527	SH		DEFINED 9	
			8899	312911	SH		DEFINED 20	
			9	300	SH		DEFINED 8	
			-----	-----				
			15464	543738				

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ISHARES TR	RUSSELL MCP GR	464287481	6318	201982	SH	DEFINED	9	
			10935	349580	SH	DEFINED	20	
			6	186	SH	DEFINED	8	
			-----	-----				
ISHARES TR	RUSSELL MIDCAP	464287499	17259	551748				
			35211	589600	SH	DEFINED	9	
			23684	396582	SH	DEFINED	20	
			-----	-----			DEFINED	8
ISHARES TR	S&P MIDCAP 400	464287507	58897	986212				
			20976	393318	SH	DEFINED	9	
			17241	323294	SH	DEFINED	20	
			-----	-----			DEFINED	8
ISHARES TR	S&P NA TECH FD	464287549	38224	716735				
			332	9900	SH	DEFINED	9	
			3	100	SH	DEFINED	20	
			-----	-----				
ISHARES TR	NASDAQ BIO INDX	464287556	335	10000				
			345	4850	SH	DEFINED	9	
			42	585	SH	DEFINED	20	
			-----	-----				
			386	5435				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVTMT DSCRETN	MA
ISHARES TR	COHEN&ST RLTY	464287564	6658	150706	SH		DEFINED	9
			9400	212774	SH	DEFINED	20	
			-----	-----				
ISHARES TR	CONS SRVC IDX	464287580	16059	363480				
			8	200	SH	DEFINED	9	
			-----	-----			DEFINED	20
ISHARES TR	RUSSELL1000VAL	464287598	37	873				
			3967	80117	SH	DEFINED	9	
			-----	-----			DEFINED	20
ISHARES TR	S&P MC 400 GRW	464287606	11228	226730				
			1625	29309	SH	DEFINED	9	
			-----	-----			DEFINED	20
ISHARES TR	RUSSELL1000GRW	464287614	10726	193429				
			7577	204449	SH	DEFINED	9	
			-----	-----			DEFINED	20
			10128	273293	SH			

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ISHARES TR	RUSSELL 1000	464287622	17705	477742		
			8406	172017	SH	DEFINED 9
			5230	107019	SH	DEFINED 20
			-----	-----		
ISHARES TR	RUSL 2000 VALU	464287630	13637	279036		
			7891	160491	SH	DEFINED 9
			4987	101420	SH	DEFINED 20
			-----	-----		
ISHARES TR	RUSL 2000 GROW	464287648	12878	261911		
			2960	58207	SH	DEFINED 9
			4345	85425	SH	DEFINED 20
			-----	-----		
ISHARES TR	RUSSELL 2000	464287655	7305	143632		
			20266	411569	SH	DEFINED 9
			25247	512732	SH	DEFINED 20
			-----	-----		
			45513	924301		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
ISHARES TR	RUSL 3000 VALU	464287663	23	363	SH		DEFINED 20	
			-----	-----				
ISHARES TR	RUSSELL 3000	464287689	23	363				
			861	16567	SH	DEFINED 9		
			954	18337	SH		DEFINED 20	
			-----	-----				
ISHARES TR	DJ US UTILS	464287697	1815	34904				
			57	822	SH	DEFINED 9		
			17	241	SH		DEFINED 20	
			-----	-----				
ISHARES TR	S&P MIDCP VALU	464287705	74	1063				
			2685	53398	SH	DEFINED 9		
			6114	121605	SH	DEFINED 20		
			15	300	SH		DEFINED 8	
			-----	-----				
ISHARES TR	DJ US TELECOMM	464287713	8814	175303				
			29	1776	SH	DEFINED 9		
			9	539	SH		DEFINED 20	
			-----	-----				
ISHARES TR	DJ US TECH SEC	464287721	38	2315				
			216	6100	SH	DEFINED 9		
			27	774	SH		DEFINED 20	
			-----	-----				
ISHARES TR	DJ US REAL EST	464287739	243	6874				
			97	2615	SH	DEFINED 9		

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			30	813	SH	DEFINED	20
			-----	-----			
ISHARES TR	DJ US INDUSTRIAL	464287754	128	3428			
			26	610	SH	DEFINED	20
			-----	-----			
ISHARES TR	DJ US HEALTHCR	464287762	26	610			
			7	130	SH	DEFINED	9
			62	1157	SH	DEFINED	20
			-----	-----			
			69	1287			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
ISHARES TR	DJ US FINL SVC	464287770	5	101	SH		DEFINED	20
			-----	-----				
			5	101				
ISHARES TR	DJ US FINL SEC	464287788	425	9400	SH		DEFINED	9
			57	1261	SH		DEFINED	20
			-----	-----				
			482	10661				
ISHARES TR	DJ US ENERGY	464287796	9	323	SH		DEFINED	9
			40	1410	SH		DEFINED	20
			-----	-----				
			49	1733				
ISHARES TR	S&P SMLCAP 600	464287804	9328	212141	SH		DEFINED	9
			10907	248052	SH		DEFINED	20
			2	40	SH		DEFINED	8
			-----	-----				
			20236	460233				
ISHARES TR	CONS GOODS IDX	464287812	9	185	SH		DEFINED	20
			-----	-----				
			9	185				
ISHARES TR	DJ US BAS MATL	464287838	4	100	SH		DEFINED	9
			50	1342	SH		DEFINED	20
			-----	-----				
			53	1442				
ISHARES TR	DJ US INDEX FD	464287846	512	11611	SH		DEFINED	20
			-----	-----				
			512	11611				
ISHARES TR	S&P EURO PLUS	464287861	37	1184	SH		DEFINED	20
			-----	-----				
			37	1184				
ISHARES TR	S&P SMLCP VALU	464287879	1855	38144	SH		DEFINED	9
			2225	45760	SH		DEFINED	20
			11	225	SH		DEFINED	8

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
ISHARES TR	S&P SMLCP GROW	464287887	1246	27955	SH		DEFINED	9
			1811	40648	SH		DEFINED	20
ISHARES TR	LARGE VAL INDX	464288109	3057	68603				
			8	165	SH		DEFINED	9
ISHARES TR	S&P GLBIDX ETF	464288224	8	165				
			5	225	SH		DEFINED	20
ISHARES TR	MID GRWTH INDX	464288307	5	225				
			10	182	SH		DEFINED	8
ISHARES TR	S&P GLO INFRAS	464288372	10	182				
			3	110	SH		DEFINED	20
ISHARES TR	S&P NATL MUN B	464288414	3	110				
			1541	15482	SH		DEFINED	20
ISHARES TR	HIGH YLD CORP	464288513	1541	15482				
			863	11357	SH		DEFINED	9
ISHARES TR	INDL OFF INDEX	464288554	3421	45010	SH		DEFINED	20
			4284	56367				
ISHARES TR	BARCLYS MBS BD	464288588	36	1900	SH		DEFINED	20
			94	900				
ISHARES TR	BARCLYS INTER	464288612	94	900				
			2424	22707	SH		DEFINED	9
ISHARES TR	BARCLYS INTER	464288638	338	3162	SH		DEFINED	20
			2761	25869				
ISHARES TR	BARCLYS INTER	464288638	29	300	SH		DEFINED	20
			29	300				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
ISHARES TR	BARCLYS 1-3YR	464288646	2691	26689	SH		DEFINED 9	
			30	300	SH	DEFINED 20		
			2722	26989				
ISHARES TR	BARCLYS 10-20Y	464288653	1155	9500	SH		DEFINED 9	
			1155	9500				
ISHARES TR	US PFD STK IDX	464288687	5557	190238	SH		DEFINED 9	
			8592	294142	SH	DEFINED 20		
			14149	484380				
ISHARES TR	S&G GL MATERIA	464288695	2	60	SH		DEFINED 20	
			2	60				
ISHARES TR	DJ REGIONAL BK	464288778	2	100	SH		DEFINED 9	
			16	650	SH	DEFINED 20		
			18	750				
ISHARES TR	DJ INS INDX FD	464288786	6	236	SH		DEFINED 20	
			6	236				
ISHARES TR	KLD SL SOC INX	464288802	13	350	SH		DEFINED 9	
			11	300	SH	DEFINED 20		
			25	650				
ISHARES TR	DJ MED DEVICES	464288810	1	29	SH		DEFINED 8	
			1	29				
ISHARES TR	RSSL MCRCP IDX	464288869	286	8980	SH		DEFINED 20	
			286	8980				
ISHARES TR	MSCI VAL IDX	464288877	1031	25432	SH		DEFINED 9	
			20	500	SH	DEFINED 8		
			1052	25932				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
ISHARES TR	MSCI GRW IDX	464288885	876	19279	SH		DEFINED 9	
			876	19279				
ISIS PHARMACEUTICALS INC	COM	464330109	2	175	SH		DEFINED 20	
			2	175				
ITRON INC	COM	465741106	444	6968	SH		DEFINED 9	
			521	8175	SH		DEFINED 20	
			965	15143				
J & J SNACK FOODS CORP	COM	466032109	3	95	SH		DEFINED 9	
			3	95				
JA SOLAR HOLDINGS CO LTD	SPON ADR	466090107	18	4038	SH		DEFINED 9	
			18	4038				
J CREW GROUP INC	COM	46612H402	4	310	SH		DEFINED 20	
			4	310				
JDS UNIPHASE CORP	COM PAR \$0.001	46612J507	2	531	SH		DEFINED 9	
			1	168	SH		DEFINED 20	
			3	699				
JPMORGAN & CHASE & CO	COM	46625H100	55533	1761268	SH		DEFINED 9	
			30239	959050	SH		DEFINED 20	
			49	1563	SH		DEFINED 8	
			85821	2721881				
J2 GLOBAL COMMUNICATIONS INC	COM NEW	46626E205	80	4000	SH		DEFINED 9	
			80	4000				
JABIL CIRCUIT INC	COM	466313103	156	23062	SH		DEFINED 9	
			41	6000	SH		DEFINED 20	
			196	29062				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
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JACK IN THE BOX INC	COM	466367109	25	1125	SH	DEFINED	9
JACOBS ENGR GROUP INC DEL	COM	469814107	4125 1878	1125 39034	SH SH	DEFINED	9 20
JANUS CAP GROUP INC	COM	47102X105	6003 3	124797 371	SH	DEFINED	9
JARDEN CORP	COM	471109108	3 8	371 698	SH	DEFINED	9
JEFFERIES GROUP INC NEW	COM	472319102	8 185 168	698 13127 11959	SH SH	DEFINED	9 20
JETBLUE AIRWAYS CORP	NOTE	3.500% 7 477143AB7	353 302	25086 3000	SH	DEFINED	9
JO-ANN STORES INC	COM	47758P307	302 67	3000 4300	SH	DEFINED	9
JOHN BEAN TECHNOLOGIES CORP	COM	477839104	67 6	4300 728	SH	DEFINED	9
JOHNSON & JOHNSON	COM	478160104	6 99513 59544 120	728 1663268 995221 2010	SH SH SH	DEFINED	9 20 8
JOHNSON CTLS INC	COM	478366107	159178 5453 2763 4	2660499 300298 152124 200	SH SH SH	DEFINED	9 20 8
			8220	452622			

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JONES APPAREL GROUP INC	COM	480074103	48 0	8147 34	SH SH		DEFINED	9 20
			48	8181				

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JONES LANG LASALLE INC	COM	48020Q107	27	970	SH	DEFINED	9
			-----	-----			
			27	970			
JOS A BANK CLOTHIERS INC	COM	480838101	9	347	SH	DEFINED	9
			8	300	SH	DEFINED	20
			-----	-----			
			17	647			
JOY GLOBAL INC	COM	481165108	1271	55522	SH	DEFINED	9
			1162	50785	SH	DEFINED	20
			-----	-----			
			2433	106307			
JUNIPER NETWORKS INC	COM	48203R104	508	29030	SH	DEFINED	9
			130	7401	SH	DEFINED	20
			-----	-----			
			638	36431			
KB FINANCIAL GROUP INC	SPONSORED ADR	48241A105	16	616	SH	DEFINED	9
			-----	-----			
			16	616			
KBR INC	COM	48242W106	117	7730	SH	DEFINED	9
			88	5796	SH	DEFINED	20
			-----	-----			
			206	13526			
KLA-TENCOR CORP	COM	482480100	56	2565	SH	DEFINED	9
			-----	-----			
			56	2565			
KMG CHEMICALS INC	COM	482564101	5	1000	SH	DEFINED	9
			-----	-----			
			5	1000			
KADANT INC	COM	48282T104	12	925	SH	DEFINED	9
			-----	-----			
			12	925			

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KANSAS CITY SOUTHERN	COM NEW	485170302	226	11870	SH		DEFINED	9
			15	780	SH		DEFINED	20
			-----	-----				
			241	12650				
KAYNE ANDERSON ENRGY TTL RT	COM	48660P104	3	300	SH		DEFINED	9
			-----	-----				
			3	300				
KB HOME	COM	48666K109	2	164	SH		DEFINED	9
			-----	-----				
			2	164				
KELLOGG CO	COM	487836108	10827	246903	SH		DEFINED	9

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			13778	314210	SH	DEFINED	20
			-----	-----			
KENDLE INTERNATIONAL INC	COM	48880L107	24605	561113			
			16	625	SH	DEFINED	9
			-----	-----			
KENEXA CORP	COM	488879107	16	625			
			0	52	SH	DEFINED	9
			-----	-----			
KENNAMETAL INC	COM	489170100	98	4406	SH	DEFINED	9
			-----	-----			
KENSEY NASH CORP	COM	490057106	98	4406			
			19	1000	SH	DEFINED	20
			-----	-----			
KEY ENERGY SVCS INC	COM	492914106	19	1000			
			14	3226	SH	DEFINED	9
			-----	-----			
KEYCORP NEW	COM	493267108	14	3226			
			1597	187468	SH	DEFINED	9
			792	92979	SH	DEFINED	20
			-----	-----			
KFORCE INC	COM	493732101	2389	280447			
			154	20000	SH	DEFINED	20
			-----	-----			
			154	20000			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
KIMBERLY CLARK CORP	COM	494368103	4938	93625	SH		DEFINED	9
			4559	86452	SH		DEFINED	20
			-----	-----				
KIMCO REALTY CORP	COM	49446R109	9497	180077				
			201	11010	SH		DEFINED	9
			47	2552	SH		DEFINED	20
			-----	-----				
KINDER MORGAN MANAGEMENT LLC	SHS	49455U100	248	13562				
			93	2315	SH		DEFINED	9
			317	7941	SH		DEFINED	20
			-----	-----				
KINDER MORGAN ENERGY PARTNER	UT LTD PARTNER	494550106	410	10256				
			1554	33962	SH		DEFINED	9
			2211	48319	SH		DEFINED	20
			18	400	SH		DEFINED	8
			-----	-----				
			3783	82681				

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KINDRED HEALTHCARE INC	COM	494580103	121	9301	SH	DEFINED 9
			12	952	SH	DEFINED 20
			-----	-----		
			133	10253		
KINETIC CONCEPTS INC	COM NEW	49460W208	49	2575	SH	DEFINED 9
			2	100	SH	DEFINED 20
			-----	-----		
			51	2675		
KING PHARMACEUTICALS INC	COM	495582108	32	3026	SH	DEFINED 9
			5	500	SH	DEFINED 20
			-----	-----		
			37	3526		
KIRBY CORP	COM	497266106	11	400	SH	DEFINED 20
			-----	-----		
			11	400		
KNOLL INC	COM NEW	498904200	53	5840	SH	DEFINED 9
			145	16068	SH	DEFINED 20
			-----	-----		
			198	21908		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
KNIGHT CAPITAL GROUP INC	CL A	499005106	22	1375	SH		DEFINED 9	
			-----	-----				
			22	1375				
KOHL'S CORP	COM	500255104	188	5196	SH		DEFINED 9	
			280	7732	SH		DEFINED 20	
			-----	-----				
			468	12928				
KONINKLIJKE PHILIPS ELECTRS	NY REG SH NEW	500472303	281	14135	SH		DEFINED 9	
			16	822	SH		DEFINED 20	
			-----	-----				
			297	14957				
KOREA ELECTRIC PWR	SPONSORED ADR	500631106	1	100	SH		DEFINED 20	
			-----	-----				
			1	100				
KORN FERRY INTL	COM NEW	500643200	64	5629	SH		DEFINED 9	
			134	11698	SH		DEFINED 20	
			-----	-----				
			198	17327				
KOSS CORP	COM	500692108	5	500	SH		DEFINED 20	
			-----	-----				
			5	500				
KRAFT FOODS INC	CL A	50075N104	7410	275990	SH		DEFINED 9	
			11024	410569	SH		DEFINED 20	

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KROGER CO	COM	501044101	18434	686559				
			6984	264444	SH	DEFINED	9	
			5528	209305	SH	DEFINED	20	
KRONOS WORLDWIDE INC	COM	50105F105	12512	473749				
			1	51	SH	DEFINED	9	
KUBOTA CORP	ADR	501173207	1	51				
			102	2836	SH	DEFINED	9	
			116	3220	SH	DEFINED	20	
			218	6056				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PUT/ CALL	INVSTMT DSCRETN	MA
KULICKE & SOFFA INDS INC	COM	501242101	1	500	SH	DEFINED	20
KYOCERA CORP	ADR	501556203	1	500			
			15	214	SH	DEFINED	9
			24	335	SH	DEFINED	20
LCA-VISION INC	COM PAR \$.001	501803308	40	549			
			31	7500	SH	DEFINED	9
LKQ CORP	COM	501889208	31	7500			
			718	61550	SH	DEFINED	9
			183	15657	SH	DEFINED	20
LL & E RTY TR	UNIT BEN INT	502003106	900	77207			
			0	500	SH	DEFINED	9
			3	5047	SH	DEFINED	20
LSI INDS INC	COM	50216C108	3	5547			
			36	5303	SH	DEFINED	9
LSI CORPORATION	COM	502161102	36	5303			
			6	1769	SH	DEFINED	9
			1	284	SH	DEFINED	20
LTC PPTYS INC	COM	502175102	7	2053			
			17	850	SH	DEFINED	9
			8	385	SH	DEFINED	20
			25	1235			

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L-3 COMMUNICATIONS CORP	DEBT	3.000% 8	502413AW7	3582	36000	SH	DEFINED	9
				-----	-----			
				3582	36000			
L-3 COMMUNICATIONS HLDGS INC	COM		502424104	12063	163502	SH	DEFINED	9
				2849	38609	SH	DEFINED	20
				2	32	SH	DEFINED	8
				-----	-----			
				14914	202143			

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-----	-----	-----	-----	-----	-----	-----	-----	-----
LA Z BOY INC	COM	505336107	32	14559	SH		DEFINED	9
			564	260050	SH		DEFINED	20
			-----	-----				
			596	274609				
LABORATORY CORP AMER HLDGS	COM NEW	50540R409	10523	163377	SH		DEFINED	9
			7182	111497	SH		DEFINED	20
			2	27	SH		DEFINED	8
			-----	-----				
			17706	274901				
LACLEDE GROUP INC	COM	505597104	111	2380	SH		DEFINED	9
			-----	-----				
			111	2380				
LAKELAND FINL CORP	COM	511656100	251	10540	SH		DEFINED	9
			360	15108	SH		DEFINED	20
			-----	-----				
			611	25648				
LAM RESEARCH CORP	COM	512807108	21	999	SH		DEFINED	9
			28	1296	SH		DEFINED	20
			-----	-----				
			49	2295				
LANCE INC	COM	514606102	115	4996	SH		DEFINED	9
			241	10501	SH		DEFINED	20
			-----	-----				
			356	15497				
LANDEC CORP	COM	514766104	15	2268	SH		DEFINED	9
			16	2438	SH		DEFINED	20
			-----	-----				
			31	4706				
LANDSTAR SYS INC	COM	515098101	1	13	SH		DEFINED	20
			-----	-----				
			1	13				
LAS VEGAS SANDS CORP	COM	517834107	32	5415	SH		DEFINED	9
			-----	-----				
			32	5415				

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LASALLE HOTEL PPTYS	COM SH BEN INT	517942108	164	14853	SH		DEFINED 9	
			15	1390	SH		DEFINED 20	
LATIN AMERN DISCOVERY FD INC	COM	51828C106	179	16243				
			6	644	SH		DEFINED 9	
LAUDER ESTEE COS INC	CL A	518439104	6	644				
			1452	46912	SH		DEFINED 9	
			176	5695	SH		DEFINED 20	
LAWSON SOFTWARE INC NEW	COM	52078P102	1629	52607				
			0	35	SH		DEFINED 20	
LAYNE CHRISTENSEN CO	COM	521050104	237	9890	SH		DEFINED 9	
			323	13461	SH		DEFINED 20	
LAZARE KAPLAN INTL INC	COM	521078105	561	23351				
			15	3600	SH		DEFINED 9	
LEAP WIRELESS INTL INC	COM NEW	521863308	15	552	SH		DEFINED 9	
			14	511	SH		DEFINED 20	
LEAR CORP	COM	521865105	29	1063				
			0	37	SH		DEFINED 20	
LEGGETT & PLATT INC	COM	524660107	104	6823	SH		DEFINED 9	
			16	1050	SH		DEFINED 20	
LEGG MASON INC	COM	524901105	120	7873				
			428	19518	SH		DEFINED 9	
			236	10774	SH		DEFINED 20	
			664	30292				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
LENDER PROCESSING SVCS INC	COM	52602E102	67	2290	SH		DEFINED 9	
			230	7800	SH		DEFINED 20	
			297	10090				
LENNAR CORP	CL A	526057104	3	322	SH		DEFINED 9	
			3	322				
LENNOX INTL INC	COM	526107107	26	800	SH		DEFINED 20	
			26	800				
LEUCADIA NATL CORP	COM	527288104	53	2652	SH		DEFINED 9	
			12	604	SH		DEFINED 20	
			64	3256				
LEVEL 3 COMMUNICATIONS INC	COM	52729N100	0	500	SH		DEFINED 9	
			4	6314	SH		DEFINED 20	
			5	6814				
LEXMARK INTL NEW	CL A	529771107	5	175	SH		DEFINED 9	
			27	1013	SH		DEFINED 20	
			32	1188				
LIBERTY ALL STAR EQUITY FD	SH BEN INT	530158104	28	7960	SH		DEFINED 20	
			28	7960				
LIBERTY GLOBAL INC	COM SER A	530555101	2	106	SH		DEFINED 20	
			2	106				
LIBERTY GLOBAL INC	COM SER C	530555309	1	66	SH		DEFINED 20	
			1	66				
LIBERTY MEDIA CORP NEW	INT COM SER A	53071M104	1	350	SH		DEFINED 20	
			1	350				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
LIBERTY MEDIA CORP NEW	CAP COM SER A	53071M302	1	180	SH		DEFINED 20	
			1	180				
LIBERTY MEDIA CORP NEW	ENT COM SER A	53071M500	26	1471	SH		DEFINED 9	
			6	315	SH		DEFINED 20	
			31	1786				
LIBERTY MEDIA CORP NEW	DEB 3.125% 3	530718AF2	2798	39000	SH		DEFINED 9	
			2798	39000				
LIFE TECHNOLOGIES CORP	COM	53217V109	31	1323	SH		DEFINED 9	
			140	6000	SH		DEFINED 20	
			171	7323				
LIFEPOINT HOSPITALS INC	COM	53219L109	1	44	SH		DEFINED 9	
			64	2819	SH		DEFINED 20	
			65	2863				
LIGAND PHARMACEUTICALS INC	CL B	53220K207	1	500	SH		DEFINED 20	
			1	500				
LIFETIME BRANDS INC	COM	53222Q103	0	80	SH		DEFINED 9	
				80				
LILLY ELI & CO	COM	532457108	9072	225291	SH		DEFINED 9	
			8954	222338	SH		DEFINED 20	
			12	302	SH		DEFINED 8	
			18038	447931				
LIMELIGHT NETWORKS INC	COM	53261M104	7	3000	SH		DEFINED 9	
			7	3000				
LIMITED BRANDS INC	COM	532716107	208	20691	SH		DEFINED 9	
			11	1100	SH		DEFINED 20	
			219	21791				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
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LINCARE HLDGS INC	COM	532791100	105 3	3914 95	SH SH	DEFINED 9 DEFINED 20
LINCOLN ELEC HLDGS INC	COM	533900106	108 511 3087	4009 10037 60611	SH SH	DEFINED 9 DEFINED 20
LINCOLN NATL CORP IND	COM	534187109	3598 753 807	70648 39977 42816	SH SH	DEFINED 9 DEFINED 20
LINEAR TECHNOLOGY CORP	COM	535678106	1560 540 106	82793 24396 4781	SH SH	DEFINED 9 DEFINED 20
LIONS GATE ENTMNT CORP	COM NEW	535919203	645 1	29177 100	SH	DEFINED 9
LINN ENERGY LLC	UNIT LTD LIAB	536020100	1 24	100 1600	SH	DEFINED 9
LIVE NATION INC	COM	538034109	24 0	1600 46	SH	DEFINED 20
LIZ CLAIBORNE INC	COM	539320101	13 2 0	5181 720 51	SH SH SH	DEFINED 9 DEFINED 20 DEFINED 8
LLOYDS TSB GROUP PLC	SPONSORED ADR	539439109	15 4 2 6	5952 500 296 796	SH SH	DEFINED 9 DEFINED 20

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
LOCKHEED MARTIN CORP	COM	539830109	1044 4941	12416 58760	SH SH		DEFINED 9 DEFINED 20	
LODGIAN INC	COM PAR \$.01	54021P403	5984 4	71176 1900	SH		DEFINED 20	
LOEWS CORP	COM	540424108	4 338	1900 11975	SH		DEFINED 9	

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			3	97	SH	DEFINED	20
			-----	-----			
LORILLARD INC	COM	544147101	341	12072			
			52	926	SH	DEFINED	9
			5	81	SH	DEFINED	20
			-----	-----			
LOUISIANA PAC CORP	COM	546347105	57	1007			
			4	2300	SH	DEFINED	20
			-----	-----			
LOWES COS INC	COM	548661107	4	2300			
			12820	595735	SH	DEFINED	9
			2615	121522	SH	DEFINED	20
			-----	-----			
LUBRIZOL CORP	COM	549271104	15435	717257			
			857	23546	SH	DEFINED	9
			289	7935	SH	DEFINED	20
			-----	-----			
M & T BK CORP	COM	55261F104	1146	31481			
			79	1375	SH	DEFINED	9
			-----	-----			
MBIA INC	COM	55262C100	79	1375			
			24	6018	SH	DEFINED	9
			-----	-----			
MBIA CAP CLAYMORE MNG DUR IN	COM	55266X100	24	6018			
			113	13332	SH	DEFINED	20
			-----	-----			
			113	13332			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
MDU RES GROUP INC	COM	552690109	1997	92557	SH		DEFINED	9
			211	9785	SH		DEFINED	20
			-----	-----				
MEMC ELECTR MATLS INC	COM	552715104	2209	102342				
			88	6154	SH		DEFINED	9
			12	808	SH		DEFINED	20
			-----	-----				
MFA MTG INVTS INC	COM	55272X102	99	6962				
			20	3425	SH		DEFINED	9
			-----	-----				
MFS CHARTER INCOME TR	SH BEN INT	552727109	20	3425				
			41	5533	SH		DEFINED	9
			7	1000	SH		DEFINED	20
			-----	-----				
			48	6533				

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MFS INTER INCOME TR	SH BEN INT	55273C107	126 34	20161 5500	SH SH	DEFINED 9 DEFINED 20
			-----	-----		
			160	25661		
MFS MULTIMARKET INCOME TR	SH BEN INT	552737108	25	5132	SH	DEFINED 9
			-----	-----		
			25	5132		
MGIC INVT CORP WIS	COM	552848103	9	2681	SH	DEFINED 9
			-----	-----		
			9	2681		
MFS GOVT MKTS INCOME TR	SH BEN INT	552939100	27	3414	SH	DEFINED 9
			-----	-----		
			27	3414		
MGM MIRAGE	COM	552953101	2	141	SH	DEFINED 9
			-----	-----		
			68	4968	SH	DEFINED 20
			-----	-----		
			70	5109		
MI DEVS INC	CL A SUB VTG	55304X104	4	558	SH	DEFINED 20
			-----	-----		
			4	558		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DCRETN	MA
MKS INSTRUMENT INC	COM	55306N104	19	1275	SH		DEFINED 9	
			-----	-----				
			19	1275				
MPS GROUP INC	COM	553409103	14	1800	SH		DEFINED 9	
			-----	-----				
			14	1800				
MSC INDL DIRECT INC	CL A	553530106	103	2794	SH		DEFINED 9	
			-----	-----				
			103	2794				
MSC SOFTWARE CORP	COM	553531104	7	1000	SH		DEFINED 20	
			-----	-----				
			7	1000				
MTS SYS CORP	COM	553777103	1	33	SH		DEFINED 9	
			-----	-----				
			1	33				
MVC CAPITAL INC	COM	553829102	22	2000	SH		DEFINED 9	
			-----	-----				
			22	2000				
MWI VETERINARY SUPPLY INC	COM	55402X105	1	49	SH		DEFINED 9	
			-----	-----				
			1	49				
MACATAWA BK CORP	COM	554225102	45	13062	SH		DEFINED 20	

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/PRN AMT	SH/PRN	PUT/CALL	INVSTMT DSCRETN	MA
MACERICH CO	COM	554382101	45 21	13062 1178	SH		DEFINED	20
MACQUARIE FT TR GB INF UT DI	COM	55607W100	21 18	1178 1838	SH		DEFINED	20
MACQUARIE INFRASTR CO LLC	MEMBERSHIP INT	55608B105	18 3	1838 800	SH		DEFINED	9
			3	800				

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MACYS INC	COM	55616P104	534 283	51636 27321	SH		DEFINED	9 20
MAGELLAN MIDSTREAM HLDGS LP	COM LP INTS	55907R108	817 8	78957 600	SH		DEFINED	9
MAGELLAN MIDSTREAM PRTNRS LP	COM UNIT RP LP	559080106	8 109	600 3600	SH		DEFINED	9
MAGNA INTL INC	CL A	559222401	109 17 119	3600 583 3975	SH		DEFINED	9 20
MAIDENFORM BRANDS INC	COM	560305104	136 14 4	4558 1375 350	SH		DEFINED	9 20
MAINSOURCE FINANCIAL GP INC	COM	56062Y102	18 157 16	1725 10108 1030	SH		DEFINED	9 20
MALAYSIA FD INC	COM	560905101	173 51	11138 10000	SH		DEFINED	9
MANHATTAN ASSOCS INC	COM	562750109	51 33 18	10000 2094 1127	SH		DEFINED	9 20
MANITOWOC INC	COM	563571108	51 27 41	3221 3135 4700	SH		DEFINED	9 20

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/PRN	SH/PUT/INVSTMT	MA
MANPOWER INC	COM	56418H100	68	7835		
			201	5922	SH	DEFINED 9
			171	5025	SH	DEFINED 20
			372	10947		

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MANULIFE FINL CORP	COM	56501R106	1944	114162	SH	DEFINED 9
			851	49989	SH	DEFINED 20
MARATHON OIL CORP	COM	565849106	2795	164151		
			8527	311664	SH	DEFINED 9
			8548	312410	SH	DEFINED 20
			17	611	SH	DEFINED 8
MARINE PETE TR	UNIT BEN INT	568423107	17091	624685		
			2	100	SH	DEFINED 20
MARINER ENERGY INC	COM	56845T305	2	100		
			136	13374	SH	DEFINED 9
			179	17512	SH	DEFINED 20
MARKEL CORP	COM	570535104	315	30886		
			97	325	SH	DEFINED 9
			360	1203	SH	DEFINED 20
MARKET VECTORS ETF TR	GOLD MINER ETF	57060U100	457	1528		
			50	1475	SH	DEFINED 9
			7	200	SH	DEFINED 20
MARKET VECTORS ETF TR	RUSSIA ETF	57060U506	57	1675		
			1	103	SH	DEFINED 20
MARKET VECTORS ETF TR	AGRIBUS ETF	57060U605	1	103		
			6	200	SH	DEFINED 9
			14	500	SH	DEFINED 20
MARSH & MCLENNAN COS INC	COM	571748102	19	700		
			723	29772	SH	DEFINED 9
			75	3100	SH	DEFINED 20
			798	32872		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
MARSHALL & ILSLEY CORP NEW	COM	571837103	1212	88849	SH		DEFINED 9	
			831	60948	SH		DEFINED 20	
			2043	149797				
MARRIOTT INTL INC NEW	CL A	571903202	3436	176654	SH		DEFINED 9	
			4628	237921	SH		DEFINED 20	
			8064	414575				
MARTEN TRANS LTD	COM	573075108	141	7448	SH		DEFINED 9	
			15	770	SH		DEFINED 20	
			156	8218				
MARTHA STEWART LIVING OMNIME	CL A	573083102	1	299	SH		DEFINED 20	
			1	299				
MARTIN MARIETTA MATLS INC	COM	573284106	288	2966	SH		DEFINED 9	
			178	1832	SH		DEFINED 20	
			466	4798				
MARVEL ENTERTAINMENT INC	COM	57383T103	8	275	SH		DEFINED 9	
			4	140	SH		DEFINED 20	
			13	415				
MASCO CORP	COM	574599106	136	12259	SH		DEFINED 9	
			85	7669	SH		DEFINED 20	
			222	19928				
MASIMO CORP	COM	574795100	427	14311	SH		DEFINED 9	
			70	2330	SH		DEFINED 20	
			496	16641				
MASSEY ENERGY CORP	COM	576206106	13	922	SH		DEFINED 9	
			1	100	SH		DEFINED 20	
			14	1022				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
MASTERCARD INC	CL A	57636Q104	194	1358	SH		DEFINED 9	
			21	145	SH		DEFINED 20	
MATTEL INC	COM	577081102	215	1503				
			1803	112673	SH		DEFINED 9	
			913	57051	SH		DEFINED 20	
			2716	169724				
MATTSON TECHNOLOGY INC	COM	577223100	7	5150	SH		DEFINED 9	
MAXIM INTEGRATED PRODS INC	COM	57772K101	7	5150				
			39	3395	SH		DEFINED 9	
			16	1400	SH		DEFINED 20	
			1	100	SH		DEFINED 8	
MAXWELL TECHNOLOGIES INC	COM	577767106	56	4895				
			15	3000	SH		DEFINED 9	
MAXXAM INC	COM	577913106	15	3000				
			7	500	SH		DEFINED 20	
MAXIMUS INC	COM	577933104	7	500				
			44	1248	SH		DEFINED 9	
			47	1337	SH		DEFINED 20	
MBT FINL CORP	COM	578877102	91	2585				
			2	500	SH		DEFINED 9	
			530	174274	SH		DEFINED 20	
MCAFEE INC	COM	579064106	531	174774				
			67	1931	SH		DEFINED 9	
			1	16	SH		DEFINED 20	
			67	1947				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
MCCORMICK & CO INC	COM NON VTG	579780206	1496 30	46969 948	SH SH		DEFINED 9 DEFINED 20	
MCDERMOTT INTL INC	COM	580037109	1527 354 89	47917 35854 8961	SH SH		DEFINED 9 DEFINED 20	
MCDONALDS CORP	COM	580135101	443 33661 27950 112	44815 541261 449431 1794	SH SH SH		DEFINED 9 DEFINED 20 DEFINED 8	
MCG CAPITAL CORP	COM	58047P107	61723 2	992486 2600	SH		DEFINED 20	
MCGRAW HILL COS INC	COM	580645109	2 3240 753	2600 139709 32468	SH SH		DEFINED 9 DEFINED 20	
MCKESSON CORP	COM	58155Q103	3993 444 333	172177 11469 8606	SH SH		DEFINED 9 DEFINED 20	
MCMORAN EXPLORATION CO	COM	582411104	778 0	20075 10	SH		DEFINED 20	
MEADWESTVACO CORP	COM	583334107	133 0	11907 34	SH SH		DEFINED 9 DEFINED 20	
MEDAREX INC	COM	583916101	134 22 2	11941 4000 400	SH SH		DEFINED 9 DEFINED 20	
			25	4400				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
MEDCATH CORP	COM	58404W109	18	1695	SH		DEFINED 9	
			18	1695				

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MEDCO HEALTH SOLUTIONS INC	COM	58405U102	7417	176963	SH	DEFINED	9
			7046	168111	SH	DEFINED	20
			-----	-----			
			14462	345074			
MEDICAL ACTION INDS INC	COM	58449L100	8	750	SH	DEFINED	9
			-----	-----			
			8	750			
MEDICAL PPTYS TRUST INC	COM	58463J304	1	101	SH	DEFINED	9
			-----	-----			
			1	101			
MEDICIS PHARMACEUTICAL CORP	CL A NEW	584690309	29	2076	SH	DEFINED	9
			21	1480	SH	DEFINED	20
			-----	-----			
			49	3556			
MEDTOX SCIENTIFIC INC	COM NEW	584977201	6	707	SH	DEFINED	9
			6	753	SH	DEFINED	20
			-----	-----			
			12	1460			
MEDTRONIC INC	NOTE 1.500% 4	585055AL0	4278	46000	SH	DEFINED	9
			-----	-----			
			4278	46000			
MEDTRONIC INC	NOTE 1.625% 4	585055AM8	3354	38000	SH	DEFINED	9
			-----	-----			
			3354	38000			
MEDTRONIC INC	COM	585055106	15248	485298	SH	DEFINED	9
			9707	308938	SH	DEFINED	20
			8	250	SH	DEFINED	8
			-----	-----			
			24963	794486			
MENS WEARHOUSE INC	COM	587118100	2	170	SH	DEFINED	20
			-----	-----			
			2	170			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
MENTOR CORP MINN	COM	587188103	292	9434	SH	DEFINED	9	
			418	13521	SH	DEFINED	20	
			-----	-----				
			710	22955				
MERCANTILE BANK CORP	COM	587376104	1	346	SH	DEFINED	20	
			-----	-----				
			1	346				
MERCK & CO INC	COM	589331107	15067	495640	SH	DEFINED	9	
			8293	272792	SH	DEFINED	20	
			30	1000	SH	DEFINED	8	

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			23391	769432		
MERCURY GENL CORP NEW	COM	589400100	13	275	SH	DEFINED 9
			13	275		
MEREDITH CORP	COM	589433101	49	2881	SH	DEFINED 9
			49	2881		
MERIDIAN BIOSCIENCE INC	COM	589584101	126	4956	SH	DEFINED 9
			126	4956		
MERIT MED SYS INC	COM	589889104	284	15854	SH	DEFINED 9
			401	22360	SH	DEFINED 20
MERRILL LYNCH & CO INC	COM	590188108	685	38214		
			3	300	SH	DEFINED 9
			2	150	SH	DEFINED 20
METAVANTE TECHNOLOGIES INC	COM	591407101	5	450		
			16	1005	SH	DEFINED 9
			73	4509	SH	DEFINED 20
			89	5514		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PUT/ CALL	INVTMT DSCRETN	MA
METLIFE INC	COM	59156R108	5077	145653	SH	DEFINED 9	
			3815	109446	SH	DEFINED 20	
			2	68	SH	DEFINED 8	
METROPCS COMMUNICATIONS INC	COM	591708102	8895	255167			
			18	1185	SH	DEFINED 9	
METTLER TOLEDO INTERNATIONAL	COM	592688105	18	1185			
			1025	15204	SH	DEFINED 9	
			375	5570	SH	DEFINED 20	
MFS INVT GRADE MUN TR	SH BEN INT	59318B108	1400	20774			
			31	5000	SH	DEFINED 9	
			2	393	SH	DEFINED 20	
MFS HIGH YIELD MUN TR	SH BEN INT	59318E102	34	5393			
			6	2000	SH	DEFINED 9	
			6	2000			

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MFS INTERMARKET INCOME TRUST	SH BEN INT	59318R103	5	800	SH	DEFINED	9
			-----	-----			
			5	800			
MICROS SYS INC	COM	594901100	54	3320	SH	DEFINED	9
			20	1256	SH	DEFINED	20
			-----	-----			
			75	4576			
MICROSOFT CORP	COM	594918104	49285	2535217	SH	DEFINED	9
			23282	1197635	SH	DEFINED	20
			39	1990	SH	DEFINED	8
			-----	-----			
			72605	3734842			
MICROSTRATEGY INC	CL A NEW	594972408	23	625	SH	DEFINED	9
			-----	-----			
			23	625			

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			-----	-----				
MICROCHIP TECHNOLOGY INC	COM	595017104	3965	203014	SH		DEFINED	9
			6959	356309	SH		DEFINED	20
			-----	-----				
			10924	559323				
MICRON TECHNOLOGY INC	COM	595112103	6	2378	SH		DEFINED	9
			0	181	SH		DEFINED	8
			-----	-----				
			7	2559				
MICROSEMI CORP	COM	595137100	165	13092	SH		DEFINED	9
			26	2076	SH		DEFINED	20
			-----	-----				
			192	15168				
MID-AMER APT CMNTYS INC	COM	59522J103	1	17	SH		DEFINED	9
			-----	-----				
			1	17				
MIDCAP SPDR TR	UNIT SER 1	595635103	1581	16270	SH		DEFINED	9
			764	7864	SH		DEFINED	20
			-----	-----				
			2345	24134				
MIDDLEBY CORP	COM	596278101	4	134	SH		DEFINED	9
			-----	-----				
			4	134				
MIDWEST BANC HOLDINGS INC	COM	598251106	8	5688	SH		DEFINED	20
			-----	-----				
			8	5688				
MILLER HERMAN INC	COM	600544100	3	200	SH		DEFINED	9
			118	9082	SH		DEFINED	20

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/PRN	SH/PUT/PRN	INVSTMT DCRETN	MA
MILLIPORE CORP	NOTE 3.750% 6	601073AD1	121 262	9282 3000	SH	DEFINED	9
MILLIPORE CORP	COM	601073109	262 75	3000 1451	SH	DEFINED	9
			75	1451			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/PRN	SH/PUT/PRN	INVSTMT DCRETN	MA
MINDRAY MEDICAL INTL LTD	SPON ADR	602675100	4	208	SH	DEFINED	20
MINDSPEED TECHNOLOGIES INC	COM NEW	602682205	4 0	208 587	SH	DEFINED	20
MINE SAFETY APPLIANCES CO	COM	602720104	8	325	SH	DEFINED	9
MIRANT CORP NEW	*W EXP 01/03/2	60467R118	8 0	325 34	SH	DEFINED	9
			0	28	SH	DEFINED	20
MITSUBISHI UFJ FINL GROUP IN	SPONSORED ADR	606822104	350 291	62 56287	SH	DEFINED	9
			291	46884	SH	DEFINED	20
MITSUI & CO LTD	ADR	606827202	641 34	103171 164	SH	DEFINED	9
			554	2703	SH	DEFINED	20
			4	20	SH	DEFINED	8
MOBILE MINI INC	COM	60740F105	592 17	2887 1178	SH	DEFINED	9
			16	1106	SH	DEFINED	20
MODUSLINK GLOBAL SOLUTIONS I	COM	60786L107	33 0	2284 5	SH	DEFINED	9
MOLINA HEALTHCARE INC	COM	60855R100	132 13	7485 764	SH	DEFINED	9
			13	764	SH	DEFINED	20
MOLEX INC	COM	608554101	145 15	8249 1057	SH	DEFINED	9

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVTMT DSCRETN	MA
MOLSON COORS BREWING CO	NOTE 2.500% 7	60871RAA8	6201	52000	SH		DEFINED	9
			6201	52000				
MOLSON COORS BREWING CO	CL B	60871R209	1691	34564	SH		DEFINED	9
			3855	78801	SH		DEFINED	20
			10	200	SH		DEFINED	8
			5556	113565				
MONACO COACH CORP	COM	60886R103	1	1000	SH		DEFINED	9
			1	1000				
MONEYGRAM INTL INC	COM	60935Y109	3	2500	SH		DEFINED	20
			3	2500				
MONRO MUFFLER BRAKE INC	COM	610236101	167	6534	SH		DEFINED	9
			18	700	SH		DEFINED	20
			184	7234				
MONSANTO CO NEW	COM	61166W101	5839	83002	SH		DEFINED	9
			8451	120134	SH		DEFINED	20
			9	135	SH		DEFINED	8
			14300	203271				
MONSTER WORLDWIDE INC	COM	611742107	19	1611	SH		DEFINED	9
			0	14	SH		DEFINED	20
			20	1625				
MONTGOMERY STR INCOME SECS I	COM	614115103	41	3000	SH		DEFINED	9
			41	3000				
MOODYS CORP	COM	615369105	420	20892	SH		DEFINED	9
			1783	88726	SH		DEFINED	20
			2202	109618				
MORGAN STANLEY EMER MKTS FD	COM	61744G107	5	566	SH		DEFINED	9
			5	566				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
MORGAN STANLEY ASIA PAC FD I	COM	61744U106	9	812	SH		DEFINED 9	
			8	767	SH		DEFINED 20	
			17	1579				
MORGAN STANLEY	COM NEW	617446448	745	46424	SH		DEFINED 9	
			2042	127328	SH		DEFINED 20	
			2787	173752				
MORGAN STANLEY INDIA INVS FD	COM	61745C105	34	2683	SH		DEFINED 9	
			34	2683				
MORGAN STANLEY	MUN PREM INCOM	61745P429	23	3934	SH		DEFINED 9	
			23	3934				
MORGAN STANLEY	MUN INCOME III	61745P437	21	3515	SH		DEFINED 20	
			21	3515				
MORGAN STANLEY	MUN INC OPP II	61745P445	21	4034	SH		DEFINED 9	
			21	4034				
MORGAN STANLEY	MUN INCM OPPTN	61745P452	0	60	SH		DEFINED 9	
				60				
MORGAN STANLEY	QULTY MUN SECS	61745P585	0	33	SH		DEFINED 9	
			19	2028	SH		DEFINED 20	
			20	2061				
MORGAN STANLEY	QUALT MUN INCM	61745P734	1	57	SH		DEFINED 9	
			36	3830	SH		DEFINED 20	
			37	3887				
MORGAN STANLEY	INSD MUN INCM	61745P791	20	1900	SH		DEFINED 9	
			54	5000	SH		DEFINED 20	
			74	6900				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
MOSAIC CO	COM	61945A107	345 149	9982 4299	SH SH		DEFINED 9 DEFINED 20	
MOTOROLA INC	COM	620076109	494 287 626	14281 64887 141362	SH SH SH		DEFINED 9 DEFINED 20	
MUELLER INDS INC	COM	624756102	914 29	206249 1150	SH		DEFINED 9	
MURPHY OIL CORP	COM	626717102	29 369 96	1150 8329 2167	SH SH SH		DEFINED 9 DEFINED 20	
MYLAN INC	COM	628530107	465 159 12	10496 16079 1249	SH SH SH		DEFINED 9 DEFINED 20	
MYRIAD GENETICS INC	COM	62855J104	171 0	17328 6	SH		DEFINED 20	
NBTY INC	COM	628782104	20	1250	SH		DEFINED 20	
NCI BUILDING SYS INC	COM	628852105	20 179 252	1250 10987 15451	SH SH SH		DEFINED 9 DEFINED 20	
NCR CORP NEW	COM	62886E108	431 232 217	26438 16390 15336	SH SH SH		DEFINED 9 DEFINED 20	
NII HLDGS INC	CL B NEW	62913F201	449 155 38	31726 8516 2113	SH SH SH		DEFINED 9 DEFINED 20	
			193	10629				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
NRG ENERGY INC	COM NEW	629377508	675	28951	SH		DEFINED 9	
			78	3359	SH		DEFINED 20	
NTN BUZZTIME INC	COM NEW	629410309	754	32310				
			0	1040	SH		DEFINED 9	
NTR ACQUISITION CO	COM	629415100	10	1000	SH		DEFINED 9	
			10	1000				
NTS RLTY HLDGS LTD PARTNERSH	PARTSHIP UNITS	629422106	6	1586	SH		DEFINED 9	
			6	1586				
NVR INC	COM	62944T105	10	21	SH		DEFINED 9	
			10	21				
NVE CORP	COM NEW	629445206	5	200	SH		DEFINED 20	
			5	200				
NYSE EURONEXT	COM	629491101	299	10928	SH		DEFINED 9	
			141	5164	SH		DEFINED 20	
NABORS INDS INC	NOTE 0.940% 5	629568AP1	441	16092				
			4943	60000	SH		DEFINED 9	
NALCO HOLDING COMPANY	COM	62985Q101	11	926	SH		DEFINED 9	
			11	926				
NAM TAI ELECTRS INC	COM PAR \$0.02	629865205	4	800	SH		DEFINED 9	
			4	800				
NAPCO SEC SYS INC	COM	630402105	1	1167	SH		DEFINED 9	
			2	1405	SH		DEFINED 20	
			3	2572				

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NASDAQ OMX GROUP INC	COM	631103108	8315	336487	SH		DEFINED 9	

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			2535	102582	SH	DEFINED	20
			-----	-----			
NATIONAL COAL CORP	COM NEW	632381208	10849	439069			
			9	7000	SH	DEFINED	20
			-----	-----			
NATIONAL BK GREECE S A	SPONSORED ADR	633643408	9	7000			
			0	32	SH	DEFINED	20
			-----	-----			
NATIONAL CITY CORP	COM	635405103		32			
			10	5732	SH	DEFINED	9
			33	18155	SH	DEFINED	20
			-----	-----			
NATIONAL FUEL GAS CO N J	COM	636180101	43	23887			
			179	5728	SH	DEFINED	9
			59	1880	SH	DEFINED	20
			-----	-----			
NATIONAL GRID PLC	SPON ADR NEW	636274300	238	7608			
			311	6173	SH	DEFINED	9
			262	5183	SH	DEFINED	20
			-----	-----			
NATIONAL HEALTH INVS INC	COM	63633D104	573	11356			
			25	900	SH	DEFINED	9
			-----	-----			
NATIONAL INSTRS CORP	COM	636518102	25	900			
			57	2330	SH	DEFINED	9
			50	2049	SH	DEFINED	20
			-----	-----			
NATIONAL OILWELL VARCO INC	COM	637071101	107	4379			
			1683	68845	SH	DEFINED	9
			1881	76977	SH	DEFINED	20
			-----	-----			
NATIONAL RETAIL PROPERTIES I	COM	637417106	3564	145822			
			200	11640	SH	DEFINED	20
			-----	-----			
			200	11640			

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NATIONAL SEMICONDUCTOR CORP	COM	637640103	10	1040	SH		DEFINED	9
			2	164	SH		DEFINED	20
			-----	-----				
NATIONAL WESTN LIFE INS CO	CL A	638522102	12	1204				
			17	100	SH		DEFINED	9
			-----	-----				
			17	100				

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NATIONWIDE FINL SVCS INC	CL A	638612101	402	7702	SH	DEFINED 9
			1	22	SH	DEFINED 20
			-----	-----		
NATIONWIDE HEALTH PPTYS INC	COM	638620104	403	7724		
			287	10000	SH	DEFINED 9
			-----	-----		
NAVIGATORS GROUP INC	COM	638904102	287	10000		
			387	7044	SH	DEFINED 9
			566	10304	SH	DEFINED 20
			-----	-----		
NATURAL RESOURCE PARTNERS L	COM UNIT L P	63900P103	953	17348		
			4	250	SH	DEFINED 9
			203	11650	SH	DEFINED 20
			-----	-----		
NAVISTAR INTL CORP NEW	COM	63934E108	208	11900		
			1	70	SH	DEFINED 9
			-----	-----		
NAVIGANT CONSULTING INC	COM	63935N107	1	70		
			45	2850	SH	DEFINED 9
			-----	-----		
NEKTAR THERAPEUTICS	COM	640268108	45	2850		
			28	5000	SH	DEFINED 9
			-----	-----		
NEOGEN CORP	COM	640491106	28	5000		
			38	1512	SH	DEFINED 9
			228	9127	SH	DEFINED 20
			-----	-----		
			266	10639		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
NEOPHARM INC	COM	640919106	0	379	SH		DEFINED 20	
			-----	-----				
NETAPP INC	COM	64110D104	223	15940	SH		DEFINED 9	
			56	3993	SH		DEFINED 20	
			-----	-----				
NETFLIX INC	COM	64110L106	278	19933				
			0	6	SH		DEFINED 20	
			-----	-----				
NETEASE COM INC	SPONSORED ADR	64110W102	9	400	SH		DEFINED 20	
			-----	-----				
NETEZZA CORP	COM	64111N101	9	400				
			0	42	SH		DEFINED 20	

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/PRN	SH/AMT	PUT/ CALL	INVSTMT DSCRETN	MA
NETGEAR INC	COM	64111Q104	30	2603	SH		DEFINED	9
NEUBERGER BERMAN INTER MUNI	COM	64124P101	41	3585	SH		DEFINED	20
NEUSTAR INC	CL A	64126X201	14	726	SH		DEFINED	9
NEW JERSEY RES	COM	646025106	103	2619	SH		DEFINED	9
NEW YORK CMNTY BANCORP INC	COM	649445103	605	50597	SH		DEFINED	9
			371	31013	SH		DEFINED	20
NEW YORK TIMES CO	CL A	650111107	4	480	SH		DEFINED	9
			4	480				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/PRN	SH/AMT	PUT/ CALL	INVSTMT DSCRETN	MA
NEWALLIANCE BANCSHARES INC	COM	650203102	342	25960	SH		DEFINED	9
			21	1620	SH		DEFINED	20
NEWELL RUBBERMAID INC	COM	651229106	412	42115	SH		DEFINED	9
			2225	227510	SH		DEFINED	20
NEWFIELD EXPL CO	COM	651290108	275	13917	SH		DEFINED	9
			217	10974	SH		DEFINED	20
NEWMARKET CORP	COM	651587107	113	3244	SH		DEFINED	9
			310	8881	SH		DEFINED	20
NEWMONT MINING CORP	COM	651639106	458	11250	SH		DEFINED	9
			105	2587	SH		DEFINED	20
NEWS CORP	CL A	65248E104	181	19863	SH		DEFINED	9

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			33	3630	SH	DEFINED	20
			-----	-----			
			214	23493			
NEWS CORP	CL B	65248E203	99	10380	SH	DEFINED	9
			26	2703	SH	DEFINED	20
			-----	-----			
			125	13083			
NEWSTAR FINANCIAL INC	COM	65251F105	129	32339	SH	DEFINED	9
			19	4796	SH	DEFINED	20
			-----	-----			
			148	37135			
NEXEN INC	COM	65334H102	9	500	SH	DEFINED	9
			0	15	SH	DEFINED	20
			-----	-----			
			9	515			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
NFJ DIVID INT & PREM STRTGY	COM SHS	65337H109	3	200	SH		DEFINED	9
			4	300	SH		DEFINED	20
			-----	-----				
			6	500				
NICE SYS LTD	SPONSORED ADR	653656108	366	16275	SH		DEFINED	9
			47	2110	SH		DEFINED	20
			-----	-----				
			413	18385				
NICHOLAS-APPLEGATE CV & INC	COM	65370F101	32	6995	SH		DEFINED	9
			9	2000	SH		DEFINED	20
			-----	-----				
			42	8995				
NICHOLAS APPELLEGATE CV&INC FD	COM	65370G109	5	1065	SH		DEFINED	9
			-----	-----				
			5	1065				
NICOR INC	COM	654086107	4	103	SH		DEFINED	9
			39	1118	SH		DEFINED	20
			-----	-----				
			42	1221				
NIDEC CORP	SPONSORED ADR	654090109	3	350	SH		DEFINED	9
			0	25	SH		DEFINED	20
			-----	-----				
			4	375				
NIKE INC	CL B	654106103	14286	280127	SH		DEFINED	9
			8821	172954	SH		DEFINED	20
			-----	-----				
			23107	453081				

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99 CENTS ONLY STORES	COM	65440K106	1	100	SH	DEFINED 9
			-----	-----		
			1	100		
NIPPON TELEG & TEL CORP	SPONSORED ADR	654624105	198	7274	SH	DEFINED 9
			154	5676	SH	DEFINED 20
			-----	-----		
			352	12950		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
NISOURCE INC	COM	65473P105	780	71128	SH		DEFINED 9	
			252	22945	SH		DEFINED 20	
			-----	-----				
			1032	94073				
NISSAN MOTORS	SPONSORED ADR	654744408	21	2852	SH		DEFINED 9	
			13	1730	SH		DEFINED 20	
			-----	-----				
			33	4582				
NOKIA CORP	SPONSORED ADR	654902204	914	58603	SH		DEFINED 9	
			807	51704	SH		DEFINED 20	
			3	185	SH		DEFINED 8	
			-----	-----				
			1724	110492				
NOBLE ENERGY INC	COM	655044105	54	1089	SH		DEFINED 9	
			61	1236	SH		DEFINED 20	
			-----	-----				
			114	2325				
NOMURA HLDGS INC	SPONSORED ADR	65535H208	59	7078	SH		DEFINED 9	
			53	6351	SH		DEFINED 20	
			-----	-----				
			112	13429				
NORAM ENERGY CORP	SDCV 6.000% 3	655419AC3	279	3100	SH		DEFINED 9	
			-----	-----				
			279	3100				
NORDSON CORP	COM	655663102	7	225	SH		DEFINED 9	
			-----	-----				
			7	225				
NORDSTROM INC	COM	655664100	2378	178670	SH		DEFINED 9	
			242	18144	SH		DEFINED 20	
			-----	-----				
			2620	196814				
NORFOLK SOUTHERN CORP	COM	655844108	7185	152705	SH		DEFINED 9	
			3713	78910	SH		DEFINED 20	
			10	208	SH		DEFINED 8	
			-----	-----				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
NORTECH SYS INC	COM	656553104	2	500	SH		DEFINED 20	
			2	500				
NORTEL NETWORKS CORP NEW	COM NEW	656568508	1	3489	SH		DEFINED 9	
			0	303	SH		DEFINED 20	
			1	3792				
NORTH AMERN ENERGY PARTNERS	COM	656844107	1	150	SH		DEFINED 20	
			1	150				
NORTH EUROPEAN OIL RTY TR	SH BEN INT	659310106	4	168	SH		DEFINED 20	
			4	168				
NORTHEAST UTILS	COM	664397106	80	3335	SH		DEFINED 9	
			24	989	SH		DEFINED 20	
			104	4324				
NORTHERN TR CORP	COM	665859104	7895	151422	SH		DEFINED 9	
			2937	56330	SH		DEFINED 20	
			13	244	SH		DEFINED 8	
			10845	207996				
NORTHFIELD LABS INC	COM	666135108	1	1080	SH		DEFINED 20	
			1	1080				
NORTHROP GRUMMAN CORP	COM	666807102	1456	32336	SH		DEFINED 9	
			764	16971	SH		DEFINED 20	
			2221	49307				
NOVARTIS A G	SPONSORED ADR	66987V109	12974	260722	SH		DEFINED 9	
			8921	179289	SH		DEFINED 20	
			21895	440011				
NOVELL INC	COM	670006105	31	7899	SH		DEFINED 9	
			1	192	SH		DEFINED 20	
			31	8091				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
NOVELLUS SYS INC	COM	670008101	46	3721	SH		DEFINED 9	
			1	60	SH		DEFINED 20	
			47	3781				
NOVOGEN LIMITED	SPONSORED ADR	67010F103	1	400	SH		DEFINED 20	
			1	400				
NOVO-NORDISK A S	ADR	670100205	1172	22808	SH		DEFINED 9	
			1037	20182	SH		DEFINED 20	
			4	76	SH		DEFINED 8	
NSTAR	COM	67019E107	2213	43066				
			154	4210	SH		DEFINED 9	
			255	6985	SH		DEFINED 20	
NUANCE COMMUNICATIONS INC	COM	67020Y100	409	11195				
			705	68062	SH		DEFINED 9	
			128	12375	SH		DEFINED 20	
NUCOR CORP	COM	670346105	833	80437				
			3678	79610	SH		DEFINED 9	
			2234	48359	SH		DEFINED 20	
NUMEREX CORP PA	CL A	67053A102	5912	127969				
			510	140000	SH		DEFINED 20	
NUSTAR ENERGY LP	UNIT COM	67058H102	510	140000				
			21	509	SH		DEFINED 9	
			265	6444	SH		DEFINED 20	
NUVEEN INSD PREM INCOME MUN	COM	6706D8104	16	400	SH		DEFINED 8	
			302	7353				
			152	16182	SH		DEFINED 20	
			152	16182				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVTMT DSCRETN	MA
NUVEEN EQTY PRM OPPORTUNITYF	COM	6706EM102	93	8700	SH		DEFINED	9
			8	755	SH		DEFINED	20
NUVEEN EQUITY PREM INCOME FD	COM	6706ER101	101	9455				
			20	1904	SH		DEFINED	20
NUVEEN PREM INCOME MUN FD 4	COM	6706K4105	20	1904				
			23	2500	SH		DEFINED	20
NUVEEN INVT QUALITY MUN FD I	COM	67062E103	23	2500				
			21	2000	SH		DEFINED	9
			99	9596	SH		DEFINED	20
NUVEEN SELECT TAX FREE INCM	SH BEN INT	67062F100	120	11596				
			10	700	SH		DEFINED	9
			121	8760	SH		DEFINED	20
NUVEEN MUN ADVANTAGE FD INC	COM	67062H106	130	9460				
			156	14980	SH		DEFINED	9
			105	10072	SH		DEFINED	20
NUVEEN MUN INCOME FD INC	COM	67062J102	260	25052				
			46	4878	SH		DEFINED	20
NUVEEN INSD QUALITY MUN FD I	COM	67062N103	46	4878				
			67	6700	SH		DEFINED	9
			30	3000	SH		DEFINED	20
NUVEEN PERFORMANCE PLUS MUN	COM	67062P108	97	9700				
			8	700	SH		DEFINED	9
			86	7575	SH		DEFINED	20
NUVEEN PREM INCOME MUN FD	COM	67062T100	94	8275				
			136	13293	SH		DEFINED	9
			232	22624	SH		DEFINED	20
			368	35917				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
NUVEEN MUN MKT OPPORTUNITY F	COM	67062W103	118	11498	SH		DEFINED 9	
			41	4000	SH		DEFINED 20	
NUVEEN N Y INVT QUALITY MUN	COM	67062X101	160	15498				
			5	461	SH		DEFINED 9	
NUVEEN SELECT TAX FREE INCM	SH BEN INT	67063C106	5	461				
			9	700	SH		DEFINED 9	
NUVEEN PREM INCOME MUN FD 2	COM	67063W102	184	14310	SH		DEFINED 20	
			193	15010				
NUVEEN SELECT TAX FREE INCM	SH BEN INT	67063X100	267	26300	SH		DEFINED 9	
			127	12525	SH		DEFINED 20	
NUVEEN SELECT TAX FREE INCM	SH BEN INT	67063X100	394	38825				
			50	3697	SH		DEFINED 20	
NUVEEN INS FL TX FR ADV MUN	COM	670655109	50	3697				
			130	13333	SH		DEFINED 20	
NUVEEN TAX FREE ADV MUN FD	COM	670657105	130	13333				
			44	4200	SH		DEFINED 9	
NVIDIA CORP	COM	67066G104	44	4200				
			297	36837	SH		DEFINED 9	
NUVEEN DIVID ADVANTAGE MUN F	COM	67066V101	66	8188	SH		DEFINED 20	
			363	45025				
NUVEEN CA DIVIDEND ADV MUN F	COM SHS	67066Y105	32	3200	SH		DEFINED 20	
			32	3200				
NUVEEN CA DIVIDEND ADV MUN F	COM SHS	67066Y105	1	64	SH		DEFINED 9	
			1	64				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
NUVEEN SR INCOME FD	COM	67067Y104	6	1800	SH		DEFINED 9	
NUVEEN MUN HIGH INC OPP FD	COM	670682103	6	1800				
			14	1600	SH		DEFINED 9	

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				272	30000	SH	DEFINED	20
				-----	-----			
NUTRI SYS INC NEW	COM	67069D108		286	31600			
				-----	-----			
				1	50	SH	DEFINED	20
NUVEEN CA DIV ADVANTG MUN FD	COM	67069X104		1	50			
				-----	-----			
				0	44	SH	DEFINED	9
NUVEEN OH DIV ADVANTAGE MUN	COM	67070C107			44			
				-----	-----			
				136	12453	SH	DEFINED	9
NUVEEN DIV ADVANTAGE MUN FD	COM	67070F100		136	12453			
				-----	-----			
				93	8100	SH	DEFINED	9
				57	5000	SH	DEFINED	20
NUVEEN OH DIV ADV MUNI FD 2	COM SH BEN INT	67070R104		150	13100			
				-----	-----			
				41	4400	SH	DEFINED	9
NUVEEN MI DIV ADV MUNI FD	COM SH BEN INT	67070W103		41	4400			
				-----	-----			
				12	1360	SH	DEFINED	20
NUVEEN DIV ADV MUNI FD 3	COM SH BEN INT	67070X101		12	1360			
				-----	-----			
				68	6800	SH	DEFINED	9
NUVASIVE INC	COM	670704105		68	6800			
				-----	-----			
				527	15200	SH	DEFINED	9
				88	2552	SH	DEFINED	20
NUVEEN QUALITY PFD INCOME FD	COM	67071S101		615	17752			
				-----	-----			
				23	4700	SH	DEFINED	9
				-----	-----			
				23	4700			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
NUVEEN QUALITY PFD INCOME FD	COM	67072C105	28	5649	SH		DEFINED	20
			-----	-----				
NUVEEN FLOATING RATE INCOME	COM	67072T108	28	5649				
			-----	-----				
			15	2500	SH		DEFINED	9
NXSTAGE MEDICAL INC	COM	67072V103	15	2500				
			-----	-----				
			1	400	SH		DEFINED	9
NUVEEN MULTI STRAT INC & GR	COM	67073B106	1	400				
			-----	-----				
			17	3658	SH		DEFINED	9

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			5	985	SH	DEFINED	20
			-----	-----			
			21	4643			
NV ENERGY INC	COM	67073Y106	1	58	SH	DEFINED	20
			-----	-----			
			1	58			
OGE ENERGY CORP	COM	670837103	57	2200	SH	DEFINED	9
			90	3500	SH	DEFINED	20
			-----	-----			
			147	5700			
NUVEEN MUN VALUE FD INC	COM	670928100	62	7250	SH	DEFINED	9
			1077	125077	SH	DEFINED	20
			-----	-----			
			1139	132327			
NUVEEN SELECT QUALITY MUN FD	COM	670973106	77	7500	SH	DEFINED	9
			72	7000	SH	DEFINED	20
			-----	-----			
			150	14500			
NUVEEN QUALITY INCOME MUN FD	COM	670977107	74	6600	SH	DEFINED	9
			144	12803	SH	DEFINED	20
			-----	-----			
			219	19403			
NUVEEN MICH QUALITY INCOME M	COM	670979103	126	12933	SH	DEFINED	20
			-----	-----			
			126	12933			

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NUVEEN OHIO QUALITY INCOME M	COM	670980101	373	30286	SH		DEFINED	9
			-----	-----				
			373	30286				
NUVEEN INSD MUN OPPORTUNITY	COM	670984103	2	213	SH		DEFINED	9
			324	30215	SH		DEFINED	20
			-----	-----				
			326	30428				
NUVEEN NY QUALITY INCM MUN F	COM	670986108	5	523	SH		DEFINED	9
			-----	-----				
			5	523				
NUVEEN PREMIER MUN INCOME FD	COM	670988104	72	7327	SH		DEFINED	9
			-----	-----				
			72	7327				
NUVEEN NJ PREM INCOME MUN FD	COM	67101N106	27	2646	SH		DEFINED	20
			-----	-----				
			27	2646				
NUVEEN MICH PREM INCOME MUN	COM	67101Q109	20	2075	SH		DEFINED	20

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/PRN AMT	SH/PRN	PUT/CALL	INVTMT DSCRETN	MA
NUVEEN INSD NY PREM INCOME F	COM	67101R107	20 17	2075 1701	SH		DEFINED 9	
OSI PHARMACEUTICALS INC	COM	671040103	17 9	1701 240	SH		DEFINED 9	
OSI SYSTEMS INC	COM	671044105	9 7 30	240 500 2200	SH		DEFINED 9 DEFINED 20	
OYO GEOSPACE CORP	COM	671074102	37 0	2700 11	SH		DEFINED 20	
OCCIDENTAL PETE CORP DEL	COM	674599105	3766 1412	62776 23532	SH		DEFINED 9 DEFINED 20	
			5178	86308				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/PRN AMT	SH/PRN	PUT/CALL	INVTMT DSCRETN	MA
OCEANEERING INTL INC	COM	675232102	305 87	10455 3001	SH		DEFINED 9 DEFINED 20	
ODYSSEY MARINE EXPLORATION I	COM	676118102	392 6	13456 2000	SH		DEFINED 9	
ODYSSEY RE HLDGS CORP	COM	67612W108	6 35	2000 675	SH		DEFINED 9	
OFFICEMAX INC DEL	COM	67622P101	35 5	675 624	SH		DEFINED 9	
OFFICE DEPOT INC	COM	676220106	5 4 0	624 1208 83	SH		DEFINED 9 DEFINED 8	
OHIO VY BANC CORP	COM	677719106	4 47	1291 2591	SH		DEFINED 9	
OIL SVC HOLDRS TR	DEPOSTRY RCPT	678002106	47 140	2591 1900	SH		DEFINED 20	
			140	1900				

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OIL STS INTL INC	COM	678026105	187	10018	SH	DEFINED 9
			11	580	SH	DEFINED 20
			198	10598		
OLD DOMINION FGHT LINES INC	COM	679580100	18	650	SH	DEFINED 9
			11	390	SH	DEFINED 20
			30	1040		
OLD NATL BANCORP IND	COM	680033107	182	10048	SH	DEFINED 9
			1023	56305	SH	DEFINED 20
			1205	66353		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
OLD REP INTL CORP	COM	680223104	10	804	SH	DEFINED 9		
			35	2895	SH	DEFINED 20		
			44	3699				
OLD SECOND BANCORP INC ILL	COM	680277100	183	15766	SH	DEFINED 20		
			183	15766				
OLIN CORP	COM PAR \$1	680665205	150	8302	SH	DEFINED 9		
			18	980	SH	DEFINED 20		
			168	9282				
OLYMPIC STEEL INC	COM	68162K106	47	2300	SH	DEFINED 9		
			47	2300				
OMNICARE INC	COM	681904108	401	14454	SH	DEFINED 9		
			158	5683	SH	DEFINED 20		
			559	20137				
OMNICOM GROUP INC	NOTE	7 681919AT3	7140	79000	SH	DEFINED 9		
			7140	79000				
OMNICOM GROUP INC	COM	681919106	7427	275894	SH	DEFINED 9		
			4870	180910	SH	DEFINED 20		
			16	600	SH	DEFINED 8		
			12313	457404				
OMNICARE CAP TR II	PFD B TR 4.00%	68214Q200	373	10250	SH	DEFINED 20		
			373	10250				
ON SEMICONDUCTOR CORP	NOTE	4 682189AE5	1584	19000	SH	DEFINED 9		

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ON SEMICONDUCTOR CORP	COM	682189105	1584 14	19000 4207	SH	DEFINED	20
			14	4207			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
ONEOK PARTNERS LP	UNIT LTD PARTN	68268N103	68 271 16	1500 5950 350	SH SH SH		DEFINED DEFINED DEFINED	9 20 8
ONEOK INC NEW	COM	682680103	355 24 3	7800 841 90	SH SH SH		DEFINED DEFINED	9 20
ONYX PHARMACEUTICALS INC	COM	683399109	27 17	931 500	SH		DEFINED	9
ORACLE CORP	COM	68389X105	17 23584 9080 74	500 1330157 512102 4161	SH SH SH		DEFINED DEFINED DEFINED	9 20 8
ORANGE 21 INC	COM	685317109	32737 6	1846420 7812	SH		DEFINED	20
O REILLY AUTOMOTIVE INC	COM	686091109	6 489 677	7812 15895 22024	SH SH		DEFINED DEFINED	9 20
ORIX CORP	SPONSORED ADR	686330101	1166 3	37919 101	SH		DEFINED	9
OSHKOSH CORP	COM	688239201	3 16 19	101 1789 2155	SH SH		DEFINED DEFINED	9 20
OSTEOTECH INC	COM	688582105	35 3	3944 2000	SH		DEFINED	9
OTTER TAIL CORP	COM	689648103	3 33	2000 1400	SH		DEFINED	20
			33	1400				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
OVERSEAS SHIPHOLDING GROUP I	COM	690368105	4	86	SH		DEFINED 9	
			1	30	SH		DEFINED 20	
			-----	-----				
OWENS & MINOR INC NEW	COM	690732102	5	116				
			61	1631	SH		DEFINED 9	
			-----	-----				
OWENS CORNING NEW	COM	690742101	159	4221	SH		DEFINED 9	
			220	5852			DEFINED 20	
			-----	-----				
OWENS CORNING NEW	*W EXP 10/30/2	690742127	16	897	SH		DEFINED 9	
			2	95	SH		DEFINED 20	
			-----	-----				
OWENS ILL INC	COM NEW	690768403	17	992				
			0	47	SH		DEFINED 20	
			-----	-----				
OWENS ILL INC	COM NEW	690768403	554	20259	SH		DEFINED 9	
			119	4350	SH		DEFINED 20	
			-----	-----				
PG&E CORP	COM	69331C108	673	24609				
			3731	96375	SH		DEFINED 9	
			-----	-----				
PG&E CORP	COM	69331C108	2067	53389	SH		DEFINED 9	
			5797	149764			DEFINED 20	
			-----	-----				
PHH CORP	COM NEW	693320202	1	50	SH		DEFINED 20	
			-----	-----				
PICO HLDGS INC	COM NEW	693366205	1	50				
			-----	-----				
PMC-SIERRA INC	COM	69344F106	16	609				
			2	400	SH		DEFINED 9	
			-----	-----				
PMI GROUP INC	COM	69344M101	2	400				
			0	50	SH		DEFINED 20	
			-----	-----				
				50				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN CALL	PUT/ DSCRETN	INVSTMT	MA
PNC FINL SVCS GROUP INC	COM	693475105	15299	312215	SH		DEFINED	9
			1204	24578	SH		DEFINED	20
			1	17	SH		DEFINED	8
			-----	-----				
POSCO	SPONSORED ADR	693483109	16504	336810				
			16	216	SH		DEFINED	9
			-----	-----				
			22	296	SH		DEFINED	20
			-----	-----				
			39	512				
PNM RES INC	COM	69349H107	5	450	SH		DEFINED	20
			-----	-----				
			5	450				
PPG INDS INC	COM	693506107	2957	69689	SH		DEFINED	9
			800	18856	SH		DEFINED	20
			-----	-----				
			3757	88545				
PPL CORP	COM	69351T106	460	14993	SH		DEFINED	9
			338	11016	SH		DEFINED	20
			-----	-----				
			798	26009				
PVF CAPITAL CORP	COM	693654105	17	9600	SH		DEFINED	9
			-----	-----				
			17	9600				
PACCAR INC	COM	693718108	105	3661	SH		DEFINED	9
			11	392	SH		DEFINED	20
			-----	-----				
			116	4053				
PACHOLDER HIGH YIELD FD INC	COM	693742108	28	7478	SH		DEFINED	9
			13	3459	SH		DEFINED	20
			-----	-----				
			40	10937				
PACIFIC MERCANTILE BANCORP	COM	694552100	17	3558	SH		DEFINED	9
			-----	-----				
			17	3558				
PACIFIC STATE BANCORP CA	COM	694864109	1	275	SH		DEFINED	9
			-----	-----				
			1	275				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVTMT DSCRETN	MA
PACIFIC SUNWEAR CALIF INC	COM	694873100	0	50	SH		DEFINED 9	
				50				
PACKAGING CORP AMER	COM	695156109	18	1344	SH		DEFINED 9	
			20	1500	SH		DEFINED 20	
PACTIV CORP	COM	695257105	38	2844				
			238	9551	SH		DEFINED 9	
			196	7891	SH		DEFINED 20	
PAIN THERAPEUTICS INC	COM	69562K100	434	17442				
			18	3000	SH		DEFINED 20	
PALL CORP	COM	696429307	1188	41790	SH		DEFINED 9	
			273	9587	SH		DEFINED 20	
PALM HARBOR HOMES	COM	696639103	1461	51377				
			1	300	SH		DEFINED 20	
PALM INC NEW	COM	696643105	1	300				
			0	20	SH		DEFINED 20	
PANASONIC CORP	ADR	69832A205	82	6582	SH		DEFINED 9	
			498	40008	SH		DEFINED 20	
			3	263	SH		DEFINED 8	
PANERA BREAD CO	CL A	69840W108	583	46853				
			12	234	SH		DEFINED 9	
			102	1950	SH		DEFINED 20	
PANTRY INC	COM	698657103	114	2184				
			2	70	SH		DEFINED 9	
			2	70				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVTMT DSCRETN	MA
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PAPA JOHNS INTL INC	COM	698813102	6	300	SH	DEFINED 9
			6	300		
PAR PHARMACEUTICAL COS INC	COM	69888P106	109	8133	SH	DEFINED 9
			11	830	SH	DEFINED 20
			120	8963		
PARAMETRIC TECHNOLOGY CORP	COM NEW	699173209	10	800	SH	DEFINED 20
			10	800		
PAREXEL INTL CORP	COM	699462107	211	21748	SH	DEFINED 9
			291	29957	SH	DEFINED 20
			502	51705		
PARK NATL CORP	COM	700658107	1001	13953	SH	DEFINED 9
			1001	13953		
PARKER DRILLING CO	COM	701081101	2	786	SH	DEFINED 20
			2	786		
PARKER HANNIFIN CORP	COM	701094104	564	13261	SH	DEFINED 9
			680	15996	SH	DEFINED 20
			1245	29257		
PARKWAY PPTYS INC	COM	70159Q104	4	248	SH	DEFINED 20
			4	248		
PATRIOT COAL CORP	COM	70336T104	12	1866	SH	DEFINED 9
			63	10054	SH	DEFINED 20
			75	11920		
PATTERSON COMPANIES INC	COM	703395103	48	2584	SH	DEFINED 9
			45	2400	SH	DEFINED 20
			93	4984		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
PATTERSON UTI ENERGY INC	COM	703481101	31	2717	SH	DEFINED 9		
			11	985	SH	DEFINED 20		
			43	3702				
PAYCHEX INC	COM	704326107	1943	73931	SH	DEFINED 9		

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			7106	270378	SH	DEFINED	20
			-----	-----			
PEABODY ENERGY CORP	COM	704549104	9048	344309			
			1687	74160	SH	DEFINED	9
			1948	85621	SH	DEFINED	20
			-----	-----			
PEARSON PLC	SPONSORED ADR	705015105	3635	159781			
			0	13	SH	DEFINED	20
			-----	-----			
PENGROWTH ENERGY TR	TR UNIT NEW	706902509		13			
			1	100	SH	DEFINED	9
			8	1000	SH	DEFINED	20
			6	800	SH	DEFINED	8
			-----	-----			
PENN NATL GAMING INC	COM	707569109	14	1900			
			25	1171	SH	DEFINED	9
			0	11	SH	DEFINED	20
			-----	-----			
PENN VA CORP	COM	707882106	25	1182			
			275	10585	SH	DEFINED	9
			42	1634	SH	DEFINED	20
			-----	-----			
PENN VA RESOURCES PARTNERS L	COM	707884102	317	12219			
			98	8600	SH	DEFINED	9
			-----	-----			
PENN WEST ENERGY TR	TR UNIT	707885109	98	8600			
			1	100	SH	DEFINED	9
			93	8325	SH	DEFINED	20
			6	500	SH	DEFINED	8
			-----	-----			
			99	8925			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
PENNEY J C INC	COM	708160106	238	12097	SH		DEFINED	9
			100	5071	SH		DEFINED	20
			-----	-----				
PENNSYLVANIA RL ESTATE INVT	SH BEN INT	709102107	338	17168				
			4	600	SH		DEFINED	20
			-----	-----				
PENTAIR INC	COM	709631105	4	600				
			88	3700	SH		DEFINED	9
			33	1400	SH		DEFINED	20
			-----	-----				
			121	5100				

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PEOPLES BANCORP INC	COM	709789101	608	31800	SH	DEFINED 9
			608	31800		
PEOPLES CMNTY BANCORP INC	COM	71086E107	0	419	SH	DEFINED 9
				419		
PEOPLES UNITED FINANCIAL INC	COM	712704105	14	787	SH	DEFINED 9
			51	2882	SH	DEFINED 20
			65	3669		
PEP BOYS MANNY MOE & JACK	COM	713278109	0	100	SH	DEFINED 9
				100		
PEPCO HOLDINGS INC	COM	713291102	1081	60851	SH	DEFINED 9
			274	15431	SH	DEFINED 20
			1355	76282		
PEPSI BOTTLING GROUP INC	COM	713409100	218	9688	SH	DEFINED 9
			11	490	SH	DEFINED 20
			229	10178		
PEPSIAMERICAS INC	COM	71343P200	170	8373	SH	DEFINED 9
			22	1082	SH	DEFINED 20
			193	9455		

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PEPSICO INC	COM	713448108	58226	1063092	SH		DEFINED 9	
			24433	446106	SH		DEFINED 20	
			144	2622	SH		DEFINED 8	
			82803	1511820				
PERKINELMER INC	COM	714046109	548	39428	SH		DEFINED 9	
			106	7632	SH		DEFINED 20	
			655	47060				
PERMIAN BASIN RTY TR	UNIT BEN INT	714236106	16	1200	SH		DEFINED 9	
			16	1200				
PEROT SYS CORP	CL A	714265105	161	11759	SH		DEFINED 9	
			44	3200	SH		DEFINED 20	
			204	14959				
PERRIGO CO	COM	714290103	5833	180525	SH		DEFINED 20	

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/PRN	SH/PRN	PUT/CALL	INVTMT DSCRETN	MA
P T TELEKOMUNIKASI INDONESIA	SPONSORED ADR	715684106	5833	180525				
			37	1476	SH		DEFINED 9	
			39	1540	SH		DEFINED 20	
PETRO-CDA	COM	71644E102	75	3016				
			17	788	SH		DEFINED 9	
			24	1101	SH		DEFINED 20	
			11	500	SH		DEFINED 8	
PETROCHINA CO LTD	SPONSORED ADR	71646E100	52	2389				
			49	550	SH		DEFINED 9	
PETROBRAS ENERGIA PARTICPTNS	SP ADR B SHS	71646M102	49	550				
			3	415	SH		DEFINED 20	
			3	415				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/PRN	SH/PRN	PUT/CALL	INVTMT DSCRETN	MA
PETROHAWK ENERGY CORP	COM	716495106	3	223	SH		DEFINED 9	
			19	1200	SH		DEFINED 20	
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	22	1423				
			289	14176	SH		DEFINED 9	
			222	10860	SH		DEFINED 20	
PETROLEO BRASILEIRO SA PETRO	SPONSORED ADR	71654V408	511	25036				
			59	2403	SH		DEFINED 9	
			690	28183	SH		DEFINED 20	
			4	158	SH		DEFINED 8	
PETROLEUM & RES CORP	COM	716549100	753	30744				
			3	133	SH		DEFINED 9	
			40	2083	SH		DEFINED 20	
PETROLEUM DEV CORP	COM	716578109	43	2216				
			36	1500	SH		DEFINED 20	
PETSMART INC	COM	716768106	36	1500				
			200	10862	SH		DEFINED 9	
			10	540	SH		DEFINED 20	
PFIZER INC	COM	717081103	210	11402				
			33892	1913708	SH		DEFINED 9	

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			37279	2104959	SH	DEFINED	20
			32	1830	SH	DEFINED	8
			71203	4020497			
PHARMACEUTICAL HLDERS TR	DEPOSITRY RCPT	71712A206	6	100	SH	DEFINED	20
			6	100			
PHARMACEUTICAL PROD DEV INC	COM	717124101	1032	35585	SH	DEFINED	9
			711	24525	SH	DEFINED	20
			1744	60110			

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PHARMERICA CORP	COM	71714F104	2	112	SH		DEFINED	9
			28	1812	SH		DEFINED	20
			30	1924				
PHASE FORWARD INC	COM	71721R406	528	42170	SH		DEFINED	9
			67	5362	SH		DEFINED	20
			595	47532				
PHILIP MORRIS INTL INC	COM	718172109	15079	346568	SH		DEFINED	9
			41252	948100	SH		DEFINED	20
			27	627	SH		DEFINED	8
			56358	1295295				
PHILIPPINE LONG DISTANCE TEL	SPONSORED ADR	718252604	4	77	SH		DEFINED	9
			4	77				
PHILLIPS VAN HEUSEN CORP	COM	718592108	265	13161	SH		DEFINED	9
			197	9797	SH		DEFINED	20
			462	22958				
PHOENIX COS INC NEW	COM	71902E109	0	137	SH		DEFINED	20
				137				
PIEDMONT NAT GAS INC	COM	720186105	199	6292	SH		DEFINED	9
			104	3280	SH		DEFINED	20
			303	9572				
PIMCO MUNICIPAL INCOME FD	COM	72200R107	178	23320	SH		DEFINED	20
			178	23320				
PIMCO CORPORATE INCOME FD	COM	72200U100	173	15000	SH		DEFINED	9

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/PRN	SH/PRN	PUT/CALL	INVSTMT DSCRETN
PIMCO MUN INCOME FD II	COM	72200W106	173	15000			DEFINED 9
			124	18405	SH		DEFINED 20
			62	9124	SH		
			186	27529			

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PIMCO STRATEGIC GBL GOV FD I	COM	72200X104	4	500	SH		DEFINED 9
			4	500			
PIMCO MUN INCOME FD III	COM	72201A103	65	10016	SH		DEFINED 20
			65	10016			
PIMCO GLOBAL STOCKSPLS INCM	COM	722011103	74	7700	SH		DEFINED 20
			74	7700			
PIMCO HIGH INCOME FD	COM SHS	722014107	49	8854	SH		DEFINED 9
			11	2000	SH		DEFINED 20
			60	10854			
PINNACLE WEST CAP CORP	COM	723484101	22	689	SH		DEFINED 9
			83	2597	SH		DEFINED 20
			106	3286			
PIONEER DRILLING CO	COM	723655106	14	2597	SH		DEFINED 9
			14	2597			
PIONEER MUN HIGH INC ADV TR	COM	723762100	31	4000	SH		DEFINED 9
			31	4000			
PIONEER NAT RES CO	NOTE 2.875% 1	723787AH0	2987	42000	SH		DEFINED 9
			2987	42000			
PIONEER NAT RES CO	COM	723787107	183	11297	SH		DEFINED 9
			147	9095	SH		DEFINED 20
			330	20392			
PIPER JAFFRAY COS	COM	724078100	131	3303	SH		DEFINED 9
			19	488	SH		DEFINED 20
			151	3791			

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PITNEY BOWES INC	COM	724479100	4148	162797	SH		DEFINED 9	
			6250	245284	SH		DEFINED 20	
			-----	-----				
			10398	408081				
PLAINS ALL AMERN PIPELINE L	UNIT LTD PARTN	726503105	93	2688	SH		DEFINED 20	
			-----	-----				
			93	2688				
PLAINS EXPL& PRODTN CO	COM	726505100	14	583	SH		DEFINED 9	
			2	100	SH		DEFINED 20	
			11	474	SH		DEFINED 8	
			-----	-----				
			27	1157				
PLANTRONICS INC NEW	COM	727493108	20	1500	SH		DEFINED 9	
			-----	-----				
			20	1500				
PLEXUS CORP	COM	729132100	71	4216	SH		DEFINED 9	
			29	1739	SH		DEFINED 20	
			-----	-----				
			101	5955				
PLUM CREEK TIMBER CO INC	COM	729251108	279	8024	SH		DEFINED 9	
			1290	37123	SH		DEFINED 20	
			-----	-----				
			1568	45147				
POLARIS INDS INC	COM	731068102	21	720	SH		DEFINED 20	
			-----	-----				
			21	720				
POLO RALPH LAUREN CORP	CL A	731572103	49	1079	SH		DEFINED 9	
			303	6677	SH		DEFINED 20	
			-----	-----				
			352	7756				
POLYCOM INC	COM	73172K104	284	21044	SH		DEFINED 9	
			48	3554	SH		DEFINED 20	
			-----	-----				
			332	24598				

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POLYPORE INTL INC	COM	73179V103	391	51678	SH		DEFINED 9	
			53	7041	SH		DEFINED 20	
			444	58719				
POMEROY IT SOLUTIONS INC	COM	731822102	38	12167	SH		DEFINED 20	
			38	12167				
POPULAR INC	COM	733174106	72	14016	SH		DEFINED 9	
			4	825	SH		DEFINED 20	
			77	14841				
PORTEC RAIL PRODS INC	COM	736212101	15	2125	SH		DEFINED 9	
			15	2125				
PORTFOLIO RECOVERY ASSOCS IN	COM	73640Q105	154	4554	SH		DEFINED 9	
			42	1232	SH		DEFINED 20	
			196	5786				
PORTLAND GEN ELEC CO	COM NEW	736508847	23	1175	SH		DEFINED 9	
			23	1175				
POST PPTYS INC	COM	737464107	5	307	SH		DEFINED 9	
			5	307				
POTASH CORP SASK INC	COM	73755L107	313	4272	SH		DEFINED 9	
			24	323	SH		DEFINED 20	
			336	4595				
POTLATCH CORP NEW	COM	737630103	17	642	SH		DEFINED 9	
			39	1500	SH		DEFINED 20	
			56	2142				
POWER INTEGRATIONS INC	COM	739276103	24	1194	SH		DEFINED 9	
			26	1284	SH		DEFINED 20	
			49	2478				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
POWERSHARES QQQ TRUST	UNIT SER 1	73935A104	13 680	430 22868	SH SH		DEFINED 9 DEFINED 20	
POWERSHARES DB CMDTY IDX TRA	UNIT BEN INT	73935S105	693 5116 1279 6	23298 241433 60380 261	SH SH SH		DEFINED 9 DEFINED 20 DEFINED 8	
POWERSHARES ETF TRUST	PRVT EQTY PORT	73935X195	6401 174 237	302074 24199 33026	SH SH		DEFINED 9 DEFINED 20	
POWERSHARES ETF TRUST	CLEANTECH PORT	73935X278	410 30	57225 1650	SH		DEFINED 9	
POWERSHARES ETF TRUST	HLTHCR SVC POR	73935X328	30 1	1650 56	SH		DEFINED 8	
POWERSHARES ETF TRUST	HLTHCR SEC POR	73935X351	1 3	56 153	SH		DEFINED 8	
POWERSHARES ETF TRUST	INDL SECT PORT	73935X369	3 1	153 62	SH		DEFINED 8	
POWERSHARES ETF TRUST	WNRHLL CLN EN	73935X500	24 43	2750 4983	SH SH		DEFINED 9 DEFINED 20	
POWERSHARES ETF TRUST	FTSE RAFI INDS	73935X534	67 1	7733 33	SH		DEFINED 8	
POWERSHARES ETF TRUST	WATER RESOURCE	73935X575	1 37 32	33 2600 2250	SH SH		DEFINED 9 DEFINED 20	
			70	4850				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
POWERSHARES ETF TRUST	FTSE RAFI 1000	73935X583	185 11	5427 318	SH SH		DEFINED 20 DEFINED 8	

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/PRN	SH/AMT	PUT/PRN	INVSTMT	MA
POWERSHARES ETF TRUST	DYNM LRG CP GR	73935X609	196	7	5745	655 SH	DEFINED	20
POWERSHARES ETF TRUST	DYN INS PTF	73935X641	7	1	655	63 SH	DEFINED	8
POWERSHARES ETF TRUST	DYN SEMCT PORT	73935X781	1	4	63	394 SH	DEFINED	8
POWERSHARES ETF TRUST	DYN PHRMA PORT	73935X799	4	2	394	122 SH	DEFINED	8
POWERSHARES ETF TRUST	DYN MEDIA PORT	73935X823	2	1	122	103 SH	DEFINED	8
POWERSHS DB MULTI SECT COMM	DB PREC MTL	73936B200	1	4	103	143 SH	DEFINED	20
POWERSHS DB MULTI SECT COMM	DB AGRICULT FD	73936B408	4	241	143	9200 SH	DEFINED	9
				40		1530 SH	DEFINED	20
				7		269 SH	DEFINED	8
POWERSHS DB MULTI SECT COMM	DB BASE METALS	73936B705	288	2	10999	136 SH	DEFINED	8
POWERSHARES GLOBAL ETF FD	S&P 500 BUYWRT	73936G308	2	18	136	1000 SH	DEFINED	20
				18		1000		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/PRN	SH/AMT	PUT/PRN	INVSTMT	MA
POWERSHARES GLOBAL ETF TRUST	GBL CLEAN ENER	73936T615	8	1	615	100 SH	DEFINED	9
							DEFINED	20
PRAXAIR INC	COM	74005P104	9	18738	715	315660 SH	DEFINED	9
				14324		241308 SH	DEFINED	20
				9		154 SH	DEFINED	8
PRECISION CASTPARTS CORP	COM	740189105	33071	635	557122	10680 SH	DEFINED	9
				227		3819 SH	DEFINED	20

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/PRN	SH/PRN	PUT/CALL	INVTMT DSCRETN
PRECISION DRILLING TR	TR UNIT	740215108	862	14499			
			1	61	SH	DEFINED 9	
			178	21228	SH	DEFINED 20	
PRESIDENTIAL RLTY CORP NEW	CL B	741004204	179	21289			
			1	900	SH	DEFINED 20	
PRESTIGE BRANDS HLDGS INC	COM	74112D101	1	900			
			236	22358	SH	DEFINED 9	
			332	31448	SH	DEFINED 20	
PRICE T ROWE GROUP INC	COM	74144T108	568	53806			
			6570	185392	SH	DEFINED 9	
			1382	38995	SH	DEFINED 20	
PRICESMART INC	COM	741511109	7952	224387			
			110	5308	SH	DEFINED 9	
			301	14549	SH	DEFINED 20	
PRIDE INTL INC DEL	COM	74153Q102	410	19857			
			6	350	SH	DEFINED 9	
			3	200	SH	DEFINED 20	
			9	550			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/PRN	SH/PRN	PUT/CALL	INVTMT DSCRETN
PRINCETON NATL BANCORP INC	COM	742282106	4	200	SH		DEFINED 9
			4	200			
PRINCIPAL FINANCIAL GROUP IN	COM	74251V102	298	13214	SH		DEFINED 9
			8	338	SH		DEFINED 20
			306	13552			
PROASSURANCE CORP	COM	74267C106	260	4924	SH		DEFINED 9
			27	510	SH		DEFINED 20
			287	5434			
PROCTER & GAMBLE CO	COM	742718109	592562	9585280	SH		DEFINED 9
			76923	1244300	SH		DEFINED 20
			216	3498	SH		DEFINED 8
			669701	10833078			
PRIVATEBANCORP INC	COM	742962103	3	100	SH		DEFINED 20

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/PRN	SH/PRN	PUT/CALL	INVTMT DCRETN	MA
PROGENICS PHARMACEUTICALS IN	COM	743187106	3 8	100 810	SH		DEFINED	9
PROGRESS ENERGY INC	COM	743263105	8 3267 3194 11	810 81986 80139 288	SH		DEFINED	9 20 8
PROGRESS SOFTWARE CORP	COM	743312100	6472 16 6	162413 818 295	SH		DEFINED	9 20
PROGRESSIVE CORP OHIO	COM	743315103	21 60 141	1113 4072 9512	SH		DEFINED	9 20
			201	13584				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/PRN	SH/PRN	PUT/CALL	INVTMT DCRETN	MA
PROLOGIS	NOTE 1.875%11	743410AR3	3413	75000	SH		DEFINED	9
PROLOGIS	SH BEN INT	743410102	3413 130 248	75000 9332 17823	SH		DEFINED	9 20
PROSHARES TR	PSHS ULT S&P 5	74347R107	377 366	27155 13940	SH		DEFINED	20
PROSHARES TR	PSHS UT SHT MS	74347R354	366 1	13940 20	SH		DEFINED	20
PROSHARES TR	PSHS SHRT S&P5	74347R503	1 22	20 300	SH		DEFINED	20
PROSHARES TR	PSHS REAL ESTA	74347R552	22 1	300 25	SH		DEFINED	20
PROSPECT CAPITAL CORPORATION	COM	74348T102	1 18	25 1500	SH		DEFINED	8
PROTECTIVE LIFE CORP	COM	743674103	18 256 128	1500 17864 8908	SH		DEFINED	9 20

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/PRN AMT	SH/PRN	PUT/ CALL	INVTMT DCRETN	MA
PROVIDENT BANKSHARES CORP	COM	743859100	384 16	26772 1675	SH		DEFINED	9
PROVIDENT ENERGY TR	TR UNIT	74386K104	16 20 7	1675 4600 1500	SH		DEFINED	9
PROVIDENT FINL HLDGS INC	COM	743868101	27 22	6100 4956	SH		DEFINED	9
			22	4956				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/PRN AMT	SH/PRN	PUT/ CALL	INVTMT DCRETN	MA
PRUDENTIAL FINL INC	COM	744320102	1972 1421	65177 46955	SH		DEFINED	9
PRUDENTIAL PLC	ADR	74435K204	3393 2 0	112132 171 9	SH		DEFINED	9
PSYCHIATRIC SOLUTIONS INC	COM	74439H108	2 461 83	180 16558 2965	SH		DEFINED	9
PUBLIC SVC ENTERPRISE GROUP	COM	744573106	544 256 377	19523 8781 12912	SH		DEFINED	9
PUBLIC STORAGE	COM	74460D109	633 227 209	21693 2853 2632	SH		DEFINED	9
PUBLIC STORAGE	COM A DP1/1000	74460D729	436 18	5485 730	SH		DEFINED	20
PUGET ENERGY INC NEW	COM	745310102	18 184 117	730 6729 4274	SH		DEFINED	9
PULTE HOMES INC	COM	745867101	300 142 132	11003 13003 12117	SH		DEFINED	9

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PUTMAN HIGH INCOME SEC FUND	SHS BEN INT	746779107	275 11	25120 2224	SH	DEFINED 20
			-----	-----		
			11	2224		

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-----	-----	-----	-----	-----	-----	-----	-----	-----
PUTNAM MANAGED MUN INCOM TR	COM	746823103	31	6065	SH	DEFINED 9		
			30	5990	SH	DEFINED 20		
			-----	-----				
PUTNAM PREMIER INCOME TR	SH BEN INT	746853100	61	12055				
			21	5410	SH	DEFINED 9		
			-----	-----				
PUTNAM MASTER INTER INCOME T	SH BEN INT	746909100	21	5410				
			9	2219	SH	DEFINED 20		
			-----	-----				
PUTNAM MUN OPPORTUNITIES TR	SH BEN INT	746922103	9	2219				
			0	22	SH	DEFINED 9		
			35	4000	SH	DEFINED 20		
			-----	-----				
QLOGIC CORP	COM	747277101	35	4022				
			54	4018	SH	DEFINED 9		
			-----	-----				
QUALCOMM INC	COM	747525103	54	4018				
			7721	215488	SH	DEFINED 9		
			5428	151497	SH	DEFINED 20		
			5	152	SH	DEFINED 8		
			-----	-----				
QUALITY SYS INC	COM	747582104	13155	367137				
			129	2957	SH	DEFINED 9		
			14	312	SH	DEFINED 20		
			-----	-----				
QUANTA SVCS INC	COM	74762E102	143	3269				
			52	2601	SH	DEFINED 9		
			7	350	SH	DEFINED 20		
			-----	-----				
QUANTUM FUEL SYS TECH WORLDW	COM	74765E109	58	2951				
			4	4145	SH	DEFINED 20		
			-----	-----				
QUEST DIAGNOSTICS INC	COM	74834L100	4	4145				
			185	3565	SH	DEFINED 9		
			81	1565	SH	DEFINED 20		
			-----	-----				
			266	5130				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PUT/ CALL	INVSTMT DSCRETN	MA
QUESTAR CORP	COM	748356102	11910	364323	SH	DEFINED	9
			3892	119062	SH	DEFINED	20
			7	200	SH	DEFINED	8
QWEST COMMUNICATIONS INTL IN	COM	749121109	15808	483585			
			3270	898352	SH	DEFINED	9
			1972	541717	SH	DEFINED	20
RAIT FINANCIAL TRUST	COM	749227104	5242	1440069			
			4	1520	SH	DEFINED	9
			4	1520			
RCM TECHNOLOGIES INC	COM NEW	749360400	1	1000	SH	DEFINED	20
			1	1000			
			0	40	SH	DEFINED	9
RMR ASIA REAL ESTATE FUND	COM BENE INTER	74964Q101	40				
			3	500	SH	DEFINED	20
			3	500			
RPC INC	COM	749660106	13	1300	SH	DEFINED	9
			13	1300			
			642	48302	SH	DEFINED	9
RPM INTL INC	COM	749685103	37	2815	SH	DEFINED	20
			679	51117			
			1	730	SH	DEFINED	9
RF MICRODEVICES INC	COM	749941100	0	96	SH	DEFINED	20
			1	826			
			0	45	SH	DEFINED	20
RADIANT SYSTEMS INC	COM	75025N102	1	826			
			0	45	SH	DEFINED	20
				45			

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RADIOSHACK CORP	COM	750438103	3	290	SH		DEFINED	9
			-----	-----				
RAMBUS INC DEL	COM	750917106	44	2787	SH		DEFINED	9
			-----	-----				
RANGE RES CORP	COM	75281A109	398	11564	SH		DEFINED	9
			103	2992	SH		DEFINED	20
			-----	-----				
RAYMOND JAMES FINANCIAL INC	COM	754730109	501	14556				
			259	15093	SH		DEFINED	9
			258	15068	SH		DEFINED	20
			-----	-----				
RAYONIER INC	COM	754907103	517	30161				
			49	1559	SH		DEFINED	9
			212	6762	SH		DEFINED	20
			-----	-----				
RAYTHEON CO	*W EXP 06/16/2	755111119	261	8321				
			2	113	SH		DEFINED	9
			-----	-----				
RAYTHEON CO	COM NEW	755111507	2	113				
			3674	71973	SH		DEFINED	9
			3349	65616	SH		DEFINED	20
			17	339	SH		DEFINED	8
			-----	-----				
REALNETWORKS INC	COM	75605L104	7040	137928				
			3	800	SH		DEFINED	20
			-----	-----				
REALTY INCOME CORP	COM	756109104	3	800				
			212	9161	SH		DEFINED	9
			11	460	SH		DEFINED	20
			-----	-----				
REAVES UTIL INCOME FD	COM SH BEN INT	756158101	223	9621				
			21	1805	SH		DEFINED	20
			-----	-----				
			21	1805				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
RED HAT INC	COM	756577102	7	500	SH		DEFINED 9	
			7	500				
RED ROBIN GOURMET BURGERS IN	COM	75689M101	15	900	SH		DEFINED 9	
			0	8	SH		DEFINED 20	
			15	908				
REDWOOD TR INC	COM	758075402	1	100	SH		DEFINED 20	
			1	100				
REED ELSEVIER N V	SPONS ADR NEW	758204200	2	89	SH		DEFINED 9	
			0	8	SH		DEFINED 20	
			2	97				
REGAL BELOIT CORP	COM	758750103	17	450	SH		DEFINED 9	
			17	450				
REGAL ENTMT GROUP	CL A	758766109	28	2727	SH		DEFINED 9	
			17	1708	SH		DEFINED 20	
			45	4435				
REGIS CORP MINN	COM	758932107	12	854	SH		DEFINED 9	
			12	854				
REGIONAL BK HOLDRS TR	DEPOSITRY RCPT	75902E100	8	100	SH		DEFINED 9	
			8	100				
REGIONS FINANCIAL CORP NEW	COM	7591EP100	103	12954	SH		DEFINED 9	
			65	8226	SH		DEFINED 20	
			169	21180				
REINSURANCE GROUP AMER INC	COM NEW	759351604	1531	35743	SH		DEFINED 9	
			810	18906	SH		DEFINED 20	
			2340	54649				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
RELIANT ENERGY INC	COM	75952B105	29	4946	SH		DEFINED 20	

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PUT/ CALL	INVSTMT DSCRETN	MA
RENASANT CORP	COM	75970E107	29 172 18	4946 10085 1028	SH SH	DEFINED 9 DEFINED 20	
REPSOL YPF S A	SPONSORED ADR	76026T205	189 5	11113 212	SH	DEFINED 20	
REPUBLIC BANCORP KY	CL A	760281204	5 16	212 606	SH	DEFINED 20	
REPUBLIC SVCS INC	COM	760759100	16 703 564	606 28373 22764	SH SH	DEFINED 9 DEFINED 20	
RES-CARE INC	COM	760943100	1268 22	51137 1487	SH	DEFINED 9	
RESEARCH IN MOTION LTD	COM	760975102	22 333 66	1487 8194 1630	SH SH	DEFINED 9 DEFINED 20	
RESMED INC	COM	761152107	399 73 17	9824 1950 460	SH SH	DEFINED 9 DEFINED 20	
RESOURCES CONNECTION INC	COM	76122Q105	90 36 38	2410 2172 2314	SH SH	DEFINED 9 DEFINED 20	
REX ENERGY CORPORATION	COM	761565100	73 3	4486 1100	SH	DEFINED 9	

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REYNOLDS AMERICAN INC	COM	761713106	307 297	7617 7380	SH SH	DEFINED 9 DEFINED 20	
RIO TINTO PLC	SPONSORED ADR	767204100	605 343 114	14997 3859 1283	SH SH	DEFINED 9 DEFINED 20	
			457	5142			

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RITCHIE BROS AUCTIONEERS	COM	767744105	21	964	SH	DEFINED	9
			21	987	SH	DEFINED	20
			42	1951			
RITE AID CORP	COM	767754104	1	2000	SH	DEFINED	9
			1	2000			
RIVUS BOND FUND	COM	769667106	24	1637	SH	DEFINED	9
			24	1637			
ROBERT HALF INTL INC	COM	770323103	23	1106	SH	DEFINED	9
			23	1106			
ROCK-TENN CO	CL A	772739207	543	15896	SH	DEFINED	9
			92	2684	SH	DEFINED	20
			635	18580			
ROCKWELL AUTOMATION INC	COM	773903109	876	27161	SH	DEFINED	9
			653	20242	SH	DEFINED	20
			1528	47403			
ROCKWELL COLLINS INC	COM	774341101	66	1682	SH	DEFINED	9
			703	17984	SH	DEFINED	20
			769	19666			
ROCKWOOD HLDGS INC	COM	774415103	9	800	SH	DEFINED	9
			9	800			

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ROHM & HAAS CO	COM	775371107	918	14857	SH		DEFINED	9
			173	2800	SH		DEFINED	20
			1091	17657				
ROLLINS INC	COM	775711104	51	2837	SH		DEFINED	9
			55	3041	SH		DEFINED	20
			106	5878				
ROPER INDS INC NEW	COM	776696106	2433	56053	SH		DEFINED	9
			1024	23586	SH		DEFINED	20
			3457	79639				
ROSETTA RESOURCES INC	COM	777779307	108	15323	SH		DEFINED	9
			11	1502	SH		DEFINED	20

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
ROSS STORES INC	COM	778296103	119 24	16825 795	SH		DEFINED	9
ROWAN COS INC	COM	779382100	24 4	795 255	SH		DEFINED	9
ROYAL BK CDA MONTREAL QUE	COM	780087102	4 507	255 17095	SH		DEFINED	9
ROYAL BK SCOTLAND GROUP PLC	SP ADR PREF S	780097739	507 5	17095 600	SH		DEFINED	20
ROYAL BK SCOTLAND GROUP PLC	ADR PFD SER P	780097762	5 4 17	600 500 2000	SH		DEFINED	9
ROYAL BK SCOTLAND GROUP PLC	SP ADR PREF M	780097796	21 9 2	2500 1000 200	SH		DEFINED	9
			11	1200			DEFINED	20

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ROYAL BK SCOTLAND GROUP PLC	SPON ADR SER H	780097879	8	800	SH		DEFINED	9
ROYAL DUTCH SHELL PLC	SPON ADR B	780259107	8 218 180	800 4244 3506	SH		DEFINED	9
ROYAL DUTCH SHELL PLC	SPONS ADR A	780259206	399 10362 17279	7750 195732 326384	SH		DEFINED	9
ROYAL GOLD INC	COM	780287108	27641 23 5	522116 475 100	SH		DEFINED	9
RUBICON TECHNOLOGY INC	COM	78112T107	28 0	575 100	SH		DEFINED	20
RUDOLPH TECHNOLOGIES INC	COM	781270103	3 4	100 934 1001	SH		DEFINED	9
							DEFINED	20

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/PRN	SH/PRN	PUT/CALL	INVSTMT DCRETN	MA
RUTHS HOSPITALITY GROUP INC	COM	783332109	7 0	1935 300	SH		DEFINED	9
RYDER SYS INC	COM	783549108	17 4	428 100	SH		DEFINED	9 20
RYDEX ETF TRUST	S&P 500 EQ TRD	78355W106	20 8 25	528 300 894	SH		DEFINED	9 20
S&P 500 COVERED CALL FD INC	COM	78381P109	33 1	1194 100	SH		DEFINED	9
			1	100				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/PRN	SH/PRN	PUT/CALL	INVSTMT DCRETN	MA
SAIC INC	COM	78390X101	275 62	14127 3196	SH		DEFINED	9 20
SEI INVESTMENTS CO	COM	784117103	337 207 46	17323 13179 2900	SH		DEFINED	9 20
SK TELECOM LTD	SPONSORED ADR	78440P108	253 29 2	16079 1575 106	SH		DEFINED	9 20
SLM CORP	COM	78442P106	31 32	1681 3643	SH		DEFINED	9
SPDR TR	UNIT SER 1	78462F103	32 11632 14879	3643 128905 164882	SH		DEFINED	9 20
SPSS INC	COM	78462K102	26511 6	293787 225	SH		DEFINED	20
S1 CORPORATION	COM	78463B101	6 2	225 200	SH		DEFINED	20
SPDR GOLD TRUST	GOLD SHS	78463V107	2 7537	200 87109	SH		DEFINED	9

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			9549	110373	SH	DEFINED	20
			38	444	SH	DEFINED	8
			-----	-----			
			17125	197926			
SPDR INDEX SHS FDS	MIDEAST AFRICA	78463X806	2	49	SH	DEFINED	20
			-----	-----			
			2	49			
SPDR INDEX SHS FDS	DJWS INTL REAL	78463X863	532	19636	SH	DEFINED	9
			1721	63560	SH	DEFINED	20
			-----	-----			
			2253	83196			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DISCRETN	MA
SPX CORP	COM	784635104	1466	36147	SH		DEFINED	9
			3237	79827	SH		DEFINED	20
			-----	-----				
			4703	115974				
SPDR SERIES TRUST	DJWS SCAP GR	78464A201	19	324	SH		DEFINED	9
			-----	-----				
			19	324				
SPDR SERIES TRUST	LEHMN INTL ETF	78464A516	1005	18475	SH		DEFINED	9
			1930	35486	SH		DEFINED	20
			-----	-----				
			2935	53961				
SPDR SERIES TRUST	DJ WLSH REIT E	78464A607	10	235	SH		DEFINED	9
			31	775	SH		DEFINED	20
			-----	-----				
			41	1010				
SPDR SERIES TRUST	OILGAS EQUIP	78464A748	6	375	SH		DEFINED	20
			-----	-----				
			6	375				
SPDR SERIES TRUST	S&P METALS MNG	78464A755	8	300	SH		DEFINED	9
			-----	-----				
			8	300				
SPDR SERIES TRUST	S&P DIVID ETF	78464A763	27	675	SH		DEFINED	8
			-----	-----				
			27	675				
SPDR SERIES TRUST	SPDR KBW BK ET	78464A797	176	8000	SH		DEFINED	9
			180	8175	SH		DEFINED	20
			-----	-----				
			356	16175				
SRA INTL INC	CL A	78464R105	25	1475	SH		DEFINED	9
			-----	-----				
			25	1475				

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SVB FINL GROUP	COM	78486Q101	0	9	SH	DEFINED	20
			-----	-----			
				9			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
-----	-----	-----	-----	-----	-----	-----	-----	-----
S Y BANCORP INC	COM	785060104	324	11780	SH		DEFINED	20
			-----	-----				
SABINE ROYALTY TR	UNIT BEN INT	785688102	324 164	11780 4000	SH		DEFINED	9
			-----	-----				
SAFEGUARD SCIENTIFICS INC	COM	786449108	164 2	4000 3000	SH		DEFINED	20
			-----	-----				
SAFETY INS GROUP INC	COM	78648T100	2 24	3000 625	SH		DEFINED	9
			-----	-----				
SAFEWAY INC	COM NEW	786514208	24 824 778	625 34651 32740	SH		DEFINED	9 DEFINED 20
			-----	-----				
ST JOE CO	COM	790148100	1602 16	67391 650	SH		DEFINED	9
			-----	-----				
ST JUDE MED INC	COM	790849103	16 2843 1122	650 86253 34040	SH		DEFINED	9 DEFINED 20
			-----	-----				
ST MARY LD & EXPL CO	COM	792228108	3965 11 1	120293 550 70	SH		DEFINED	9 DEFINED 20
			-----	-----				
SAKS INC	COM	79377W108	13 2	620 520	SH		DEFINED	20
			-----	-----				
SALESFORCE COM INC	COM	79466L302	2 138 0	520 4307 10	SH		DEFINED	9 DEFINED 20
			-----	-----				
			138	4317				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
SALLY BEAUTY HLDGS INC	COM	79546E104	258	45348	SH		DEFINED 9	
			358	62950	SH		DEFINED 20	
			-----	-----				
SAN JUAN BASIN RTY TR	UNIT BEN INT	798241105	616	108298				
			158	5096	SH		DEFINED 9	
			-----	-----				
SANDERSON FARMS INC	COM	800013104	158	5096				
			24	700	SH		DEFINED 9	
			-----	-----				
SANDISK CORP	COM	80004C101	24	700				
			32	3346	SH		DEFINED 9	
			-----	-----				
SANOFI AVENTIS	SPONSORED ADR	80105N105	2	187	SH		DEFINED 20	
			34	3533				
			-----	-----				
SANOFI AVENTIS	SPONSORED ADR	80105N105	457	14213	SH		DEFINED 9	
			399	12415	SH		DEFINED 20	
			-----	-----				
SAP AKTIENGESELLSCHAFT	SPONSORED ADR	803054204	856	26628				
			88	2434	SH		DEFINED 9	
			-----	-----				
SAP AKTIENGESELLSCHAFT	SPONSORED ADR	803054204	643	17754	SH		DEFINED 20	
			4	100	SH		DEFINED 8	
			-----	-----				
SAPIENT CORP	COM	803062108	735	20288				
			36	8190	SH		DEFINED 9	
			-----	-----				
SAPIENT CORP	COM	803062108	15	3464	SH		DEFINED 20	
			52	11654				
			-----	-----				
SARA LEE CORP	COM	803111103	1773	181128	SH		DEFINED 9	
			419	42772	SH		DEFINED 20	
			-----	-----				
SASOL LTD	SPONSORED ADR	803866300	2192	223900				
			97	3201	SH		DEFINED 9	
			-----	-----				
SASOL LTD	SPONSORED ADR	803866300	618	20363	SH		DEFINED 20	
			4	133	SH		DEFINED 8	
			-----	-----				
			719	23697				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVTMT DSCRETN	MA
SATYAM COMPUTER SERVICES LTD	ADR	804098101	18	2000	SH		DEFINED	20
			18	2000				
SAUL CTRS INC	COM	804395101	4	102	SH		DEFINED	20
			4	102				
SCANA CORP NEW	COM	80589M102	69	1933	SH		DEFINED	9
			66	1844	SH		DEFINED	20
			134	3777				
SCHAWK INC	CL A	806373106	124	10780	SH		DEFINED	9
			12	1090	SH		DEFINED	20
			136	11870				
SCHEIN HENRY INC	COM	806407102	393	10702	SH		DEFINED	9
			1168	31834	SH		DEFINED	20
			1561	42536				
SCHERING PLOUGH CORP	COM	806605101	7048	413879	SH		DEFINED	9
			3261	191462	SH		DEFINED	20
			10309	605341				
SCHERING PLOUGH CORP	PFD CONV MAN07	806605705	20	115	SH		DEFINED	9
			20	115				
SCHLUMBERGER LTD	COM	806857108	20594	486499	SH		DEFINED	9
			11552	272896	SH		DEFINED	20
			12	285	SH		DEFINED	8
			32157	759680				
SCHNITZER STL INDS	CL A	806882106	331	8798	SH		DEFINED	9
			168	4470	SH		DEFINED	20
			500	13268				
SCHULMAN A INC	COM	808194104	66	3883	SH		DEFINED	9
			66	3883				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
SCHWAB CHARLES CORP NEW	COM	808513105	10252	634031	SH		DEFINED 9	
			8838	546586	SH		DEFINED 20	
			10	600	SH		DEFINED 8	
			-----	-----				
SCHWEITZER-MAUDUIT INTL INC	COM	808541106	19100	1181217				
			244	12183	SH		DEFINED 9	
			-----	-----				
			25	1240	SH		DEFINED 20	
						-----	-----	
SCICLONE PHARMACEUTICALS INC	COM	80862K104	269	13423				
			0	500	SH		DEFINED 20	
			-----	-----				
SCIENTIFIC GAMES CORP	CL A	80874P109	180	10237	SH		DEFINED 9	
			163	9294	SH		DEFINED 20	
			-----	-----				
SCOTTS MIRACLE GRO CO	CL A	810186106	343	19531				
			447	15057	SH		DEFINED 9	
			-----	-----				
			197	6633	SH		DEFINED 20	
						-----	-----	
SCRIPPS E W CO OHIO	CL A NEW	811054402	645	21690				
			1	229	SH		DEFINED 9	
			-----	-----				
SCRIPPS NETWORKS INTERACT IN	CL A COM	811065101	1	229				
			829	37693	SH		DEFINED 9	
			-----	-----				
SEACOR HOLDINGS INC	COM	811904101	829	37693				
			4	58	SH		DEFINED 9	
			-----	-----				
SEALED AIR CORP NEW	COM	81211K100	4	58				
			16	1103	SH		DEFINED 9	
			-----	-----				
			6	385	SH		DEFINED 20	
						-----	-----	
SEARS HLDGS CORP	COM	812350106	22	1488				
			10	247	SH		DEFINED 9	
			-----	-----				
			146	3766	SH		DEFINED 20	
			-----	-----				
			156	4013				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
SELECT SECTOR SPDR TR	SBI MATERIALS	81369Y100	64	2800	SH		DEFINED 9	

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			598	26291	SH	DEFINED	20
			-----	-----			
			662	29091			
SELECT SECTOR SPDR TR	SBI HEALTHCARE	81369Y209	257	9669	SH	DEFINED	9
			1568	59058	SH	DEFINED	20
			-----	-----			
			1825	68727			
SELECT SECTOR SPDR TR	SBI CONS STPLS	81369Y308	76	3200	SH	DEFINED	9
			1633	68400	SH	DEFINED	20
			-----	-----			
			1709	71600			
SELECT SECTOR SPDR TR	SBI CONS DISCR	81369Y407	280	12961	SH	DEFINED	9
			1296	60086	SH	DEFINED	20
			11	500	SH	DEFINED	8
			-----	-----			
			1586	73547			
SELECT SECTOR SPDR TR	SBI INT-ENERGY	81369Y506	2012	42110	SH	DEFINED	9
			2077	43473	SH	DEFINED	20
			-----	-----			
			4088	85583			
SELECT SECTOR SPDR TR	SBI INT-FINL	81369Y605	4671	373113	SH	DEFINED	9
			2762	220627	SH	DEFINED	20
			3	200	SH	DEFINED	8
			-----	-----			
			7436	593940			
SELECT SECTOR SPDR TR	SBI INT-INDS	81369Y704	91	3875	SH	DEFINED	9
			1855	79206	SH	DEFINED	20
			-----	-----			
			1946	83081			
SELECT SECTOR SPDR TR	SBI INT-TECH	81369Y803	4123	267571	SH	DEFINED	9
			2473	160457	SH	DEFINED	20
			2	113	SH	DEFINED	8
			-----	-----			
			6598	428141			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
SELECT SECTOR SPDR TR	SBI INT-UTILS	81369Y886	275	9485	SH		DEFINED	9
			299	10300	SH		DEFINED	20
			-----	-----				
			574	19785				
SECURITY BANK CORP	COM	814047106	1	1400	SH		DEFINED	9
			-----	-----				
			1	1400				
SELECT COMFORT CORP	COM	81616X103	0	885	SH		DEFINED	20

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/PRN	SH/PRN	PUT/CALL	INVTMT DCRETN	MA
SELECTIVE INS GROUP INC	COM	816300107	1	58	SH		DEFINED	9
				1	58			
SELIGMAN SELECT MUN FD INC	COM	816344105	0	30	SH		DEFINED	9
				6	665	SH	DEFINED	20
				6	695			
SEMTECH CORP	COM	816850101	253	22406	SH		DEFINED	9
				345	30646	SH	DEFINED	20
				598	53052			
SEMPRA ENERGY	COM	816851109	183	4284	SH		DEFINED	9
				115	2691	SH	DEFINED	20
				297	6975			
SEMITOOL INC	COM	816909105	54	17860	SH		DEFINED	9
				6	1830	SH	DEFINED	20
				60	19690			
SENIOR HSG PPTYS TR	SH BEN INT	81721M109	2	92	SH		DEFINED	9
				2	92			
SENSIENT TECHNOLOGIES CORP	COM	81725T100	52	2177	SH		DEFINED	9
				2	100	SH	DEFINED	20
				54	2277			

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SEPRACOR INC	COM	817315104	1	70	SH		DEFINED	20
				1	70			
SERVICE CORP INTL	COM	817565104	66	13340	SH		DEFINED	9
				153	30883	SH	DEFINED	20
				220	44223			
SHAW GROUP INC	COM	820280105	50	2450	SH		DEFINED	9
				10	500	SH	DEFINED	20
				60	2950			
SHERWIN WILLIAMS CO	COM	824348106	741	12397	SH		DEFINED	9
				4373	73196	SH	DEFINED	20

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SHINHAN FINANCIAL GROUP CO L	SPN ADR RESTRD	824596100	5114	85593			
			23	478	SH	DEFINED 9	
			388	8230	SH	DEFINED 20	
			3	59	SH	DEFINED 8	

SIEMENS A G	SPONSORED ADR	826197501	413	8767			
			215	2833	SH	DEFINED 9	
			165	2176	SH	DEFINED 20	

SIGMA ALDRICH CORP	COM	826552101	379	5009			
			190	4492	SH	DEFINED 9	
			415	9820	SH	DEFINED 20	

SIGMA DESIGNS INC	COM	826565103	605	14312			
			1	68	SH	DEFINED 9	

SILGAN HOLDINGS INC	COM	827048109	1	68			
			2	40	SH	DEFINED 9	

SILICONWARE PRECISION INDS L	SPONSD ADR SPL	827084864	2	40			
			0	46	SH	DEFINED 20	

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SILVER WHEATON CORP	COM	828336107	2	333	SH		DEFINED 9	
			6	1000	SH		DEFINED 20	

SIMON PPTY GROUP INC NEW	COM	828806109	9	1333				
			915	17217	SH	DEFINED 9		
			3208	60373	SH	DEFINED 20		

SIMPSON MANUFACTURING CO INC	COM	829073105	4122	77590				
			1	20	SH	DEFINED 20		

SIRIUS XM RADIO INC	COM	82967N108	1	20				
			1	8541	SH	DEFINED 9		

SKECHERS U S A INC	CL A	830566105	1	8541				
			165	12870	SH	DEFINED 9		
			88	6840	SH	DEFINED 20		

SKYWORKS SOLUTIONS INC	COM	83088M102	253	19710				
			47	8555	SH	DEFINED 20		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/PRN	SH/PRN	PUT/CALL	INVTMT DSCRETN
SMALL CAP PREM & DIV INCM FD	COM	83165P101	47	8555			
			7	762	SH	DEFINED 9	
			4	500	SH	DEFINED 20	
SMITH & NEPHEW PLC	SPDN ADR NEW	83175M205	11	1262			
			2	50	SH	DEFINED 9	
SMITH A O	COM	831865209	2	50			
			27	900	SH	DEFINED 9	
			11	364	SH	DEFINED 20	
SMITH INTL INC	COM	832110100	37	1264			
			169	7387	SH	DEFINED 9	
			31	1337	SH	DEFINED 20	
			200	8724			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/PRN	SH/PRN	PUT/CALL	INVTMT DSCRETN
SMITHFIELD FOODS INC	COM	832248108	50	3536	SH		DEFINED 9
			50	3536			
SMUCKER J M CO	COM NEW	832696405	1154	26618	SH		DEFINED 9
			125	2873	SH	DEFINED 20	
SNAP ON INC	COM	833034101	1279	29491			
			1286	32667	SH	DEFINED 9	
			689	17490	SH	DEFINED 20	
SOCIEDAD QUIMICA MINERA DE C	SPON ADR SER B	833635105	1975	50157			
			23	958	SH	DEFINED 9	
			391	16024	SH	DEFINED 20	
			3	119	SH	DEFINED 8	
SOFTBRANDS INC	COM	83402A107	417	17101			
			0	671	SH	DEFINED 9	
SOHU COM INC	COM	83408W103	7	671			
			7	143	SH	DEFINED 9	
SOLARFUN POWER HOLDINGS CO L	SPONSORED ADR	83415U108	7	143			
			6	1100	SH	DEFINED 20	
			6	1100			

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SOLERA HOLDINGS INC	COM	83421A104	149 15	6164 610	SH SH	DEFINED 9 DEFINED 20
			-----	-----		
			163	6774		
SOLUTIA INC	COM NEW	834376501	0	28	SH	DEFINED 9
			-----	-----		
				28		
SOMANETICS CORP	COM NEW	834445405	18 19	1084 1163	SH SH	DEFINED 9 DEFINED 20
			-----	-----		
			37	2247		

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SONESTA INTL HOTELS CORP	CL A	835438409	0	30	SH		DEFINED 9	
			-----	-----				
				30				
SONIC CORP	COM	835451105	2	150	SH		DEFINED 9	
			-----	-----				
			2	150				
SONICWALL INC	COM	835470105	0	100	SH		DEFINED 20	
			-----	-----				
				100				
SONOCO PRODS CO	COM	835495102	130 31	5625 1335	SH SH		DEFINED 9 DEFINED 20	
			-----	-----				
			161	6960				
SONY CORP	ADR NEW	835699307	36 27	1624 1251	SH SH		DEFINED 9 DEFINED 20	
			-----	-----				
			63	2875				
SOURCE CAP INC	COM	836144105	33 4	1157 127	SH SH		DEFINED 9 DEFINED 20	
			-----	-----				
			36	1284				
SOURCEFORGE INC	COM	83616W101	0	100	SH		DEFINED 9	
			-----	-----				
				100				
SOUTH FINL GROUP INC	COM	837841105	56	12900	SH		DEFINED 20	
			-----	-----				
			56	12900				
SOUTH JERSEY INDS INC	COM	838518108	28	714	SH		DEFINED 9	
			-----	-----				
			28	714				
SOUTHERN CO	COM	842587107	1879	50788	SH		DEFINED 9	

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3275	88504	SH	DEFINED	20
50	1350	SH	DEFINED	8

5204	140642			

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SOUTHERN COPPER CORP	COM	84265V105	51	3186	SH		DEFINED	9
			222	13800	SH		DEFINED	20
			273	16986				
SOUTHERN UN CO NEW	COM	844030106	172	13206	SH		DEFINED	9
			21	1588	SH		DEFINED	20
			193	14794				
SOUTHWEST AIRLS CO	COM	844741108	207	24028	SH		DEFINED	9
			15	1700	SH		DEFINED	20
			222	25728				
SOUTHWEST BANCORP INC OKLA	COM	844767103	221	17090	SH		DEFINED	9
			311	24009	SH		DEFINED	20
			533	41099				
SOUTHWEST GAS CORP	COM	844895102	9	350	SH		DEFINED	20
			9	350				
SOUTHWESTERN ENERGY CO	COM	845467109	51	1759	SH		DEFINED	9
			128	4412	SH		DEFINED	20
			179	6171				
SOVEREIGN BANCORP INC	COM	845905108	4	1266	SH		DEFINED	9
			2	525	SH		DEFINED	20
			5	1791				
SPARTAN MTRS INC	COM	846819100	14	2900	SH		DEFINED	20
			14	2900				
SPARTECH CORP	COM NEW	847220209	44	7000	SH		DEFINED	20
			44	7000				

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FORM 13F
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	MA
SPECTRA ENERGY CORP	COM	847560109	4271	271354	SH		DEFINED 9	
			3339	212155	SH		DEFINED 20	
			7	440	SH		DEFINED 8	
			-----	-----				
SPECTRANETICS CORP	COM	84760C107	7617	483949				
			0	150	SH		DEFINED 9	
			-----	-----				
SPIRIT AEROSYSTEMS HLDGS INC	COM CL A	848574109	9	859	SH		DEFINED 9	
			-----	-----				
SPRINT NEXTEL CORP	COM SER 1	852061100	9	859				
			75	40927	SH		DEFINED 9	
			-----	-----				
STANDARD MICROSYSTEMS CORP	COM	853626109	6	3213	SH		DEFINED 20	
			81	44140				
			-----	-----				
STANDARD REGISTER CO	COM	853887107	20	1250	SH		DEFINED 9	
			46206	5174224	SH		DEFINED 9	
			-----	-----				
STANLEY INC	COM	854532108	4	470	SH		DEFINED 20	
			46210	5174694				
			-----	-----				
STANLEY WKS	COM	854616109	51	1400	SH		DEFINED 9	
			176	5153	SH		DEFINED 9	
			-----	-----				
STAPLES INC	COM	855030102	253	7425	SH		DEFINED 20	
			429	12578				
			-----	-----				
STARBUCKS CORP	COM	855244109	144	8033	SH		DEFINED 9	
			104	5829	SH		DEFINED 20	
			-----	-----				
STARBUCKS CORP	COM	855244109	248	13862				
			100	10621	SH		DEFINED 9	
			-----	-----				
			155	16378	SH		DEFINED 20	
			-----	-----				
			255	26999				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVTMT DSCRETN	MA
STATE AUTO FINL CORP	COM	855707105	135	4504	SH		DEFINED 9	
			135	4504				
STARWOOD HOTELS&RESORTS WRLD	COM	85590A401	27	1497	SH		DEFINED 9	
			11	622	SH		DEFINED 20	
			38	2119				
STATE STR CORP	COM	857477103	946	24064	SH		DEFINED 9	
			789	20062	SH		DEFINED 20	
			1735	44126				
STATOILHYDRO ASA	SPONSORED ADR	85771P102	132	7923	SH		DEFINED 9	
			117	7014	SH		DEFINED 20	
			249	14937				
STEAK N SHAKE CO	COM	857873103	91	15292	SH		DEFINED 9	
			128	21514	SH		DEFINED 20	
			219	36806				
STEEL DYNAMICS INC	COM	858119100	23	2065	SH		DEFINED 9	
			41	3668	SH		DEFINED 20	
			64	5733				
STEELCASE INC	CL A	858155203	13840	2462563	SH		DEFINED 20	
			13840	2462563				
STERLING BANCSHARES INC	COM	858907108	5	850	SH		DEFINED 9	
			5	850				
STERICYCLE INC	COM	858912108	4227	81172	SH		DEFINED 9	
			2153	41344	SH		DEFINED 20	
			6381	122516				
STERIS CORP	COM	859152100	266	11145	SH		DEFINED 9	
			253	10586	SH		DEFINED 20	
			519	21731				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
STERLING CONSTRUCTION CO INC	COM	859241101	7	370	SH		DEFINED	20
			7	370				
STEWART ENTERPRISES INC	CL A	860370105	86	28630	SH		DEFINED	9
			9	2930	SH		DEFINED	20
			95	31560				
STMICROELECTRONICS N V	NY REGISTRY	861012102	17	2570	SH		DEFINED	9
			23	3478	SH		DEFINED	20
			40	6048				
STRATASYS INC	COM	862685104	17	1554	SH		DEFINED	9
			18	1672	SH		DEFINED	20
			35	3226				
STRATEGIC GLOBAL INCOME FD	COM	862719101	20	2597	SH		DEFINED	20
			20	2597				
STRAYER ED INC	COM	863236105	107	500	SH		DEFINED	9
			107	500				
STRYKER CORP	COM	863667101	3488	87300	SH		DEFINED	9
			7339	183713	SH		DEFINED	20
			4	100	SH		DEFINED	8
			10831	271113				
STURM RUGER & CO INC	COM	864159108	68	11334	SH		DEFINED	9
			184	30745	SH		DEFINED	20
			251	42079				
SUMMIT FINANCIAL GROUP INC	COM	86606G101	101	11248	SH		DEFINED	9
			101	11248				
SUN COMMUNITIES INC	COM	866674104	210	15000	SH		DEFINED	9
			0	1	SH		DEFINED	20
			210	15001				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
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SUN LIFE FINL INC	COM	866796105	445 174	19218 7525	SH SH	DEFINED 9 DEFINED 20
			619	26743		
SUN MICROSYSTEMS INC	COM NEW	866810203	43 7	11302 1871	SH SH	DEFINED 9 DEFINED 20
			50	13173		
SUN HEALTHCARE GROUP INC	COM NEW	866933401	124 55	14062 6168	SH SH	DEFINED 9 DEFINED 20
			179	20230		
SUN HYDRAULICS CORP	COM	866942105	307 417	16305 22147	SH SH	DEFINED 9 DEFINED 20
			724	38452		
SUNCOR ENERGY INC	COM	867229106	20 152	1042 7784	SH SH	DEFINED 9 DEFINED 20
			172	8826		
SUNOPTA INC	COM	8676EP108	0	250	SH	DEFINED 9
				250		
SUNOCO LOGISTICS PRTRNS L P	COM UNITS	86764L108	23	500	SH	DEFINED 20
			23	500		
SUNOCO INC	COM	86764P109	302 188	6941 4315	SH SH	DEFINED 9 DEFINED 20
			489	11256		
SUNPOWER CORP	COM CL A	867652109	26	700	SH	DEFINED 9
			26	700		
SUNRISE SENIOR LIVING INC	COM	86768K106	0	50	SH	DEFINED 9
				50		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
SUNSTONE HOTEL INVS INC NEW	COM	867892101	1	185	SH		DEFINED 20	
			1	185				
SUNTRUST BKS INC	COM	867914103	3097 976	104841 33030	SH SH		DEFINED 9 DEFINED 20	

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN	SH/ PUT/ INVSTMT	MA
SUPERCONDUCTOR TECHNOLOGIES	COM NEW	867931305	4073	137871		
			0	20 SH	DEFINED	20
SUNTECH PWR HLDGS CO LTD	ADR	86800C104	11	971 SH	DEFINED	9
			7	600 SH	DEFINED	20
SUPERIOR ENERGY SVCS INC	COM	868157108	18	1571		
			482	30274 SH	DEFINED	9
			328	20591 SH	DEFINED	20
SUPERVALU INC	COM	868536103	810	50865		
			555	38024 SH	DEFINED	9
			292	19994 SH	DEFINED	20
SURMODICS INC	COM	868873100	847	58018		
			12	456 SH	DEFINED	9
			13	499 SH	DEFINED	20
SUSQUEHANNA BANCSHARES INC P	COM	869099101	24	955		
			24	1500 SH	DEFINED	9
SWIFT ENERGY CO	COM	870738101	24	1500		
			17	1000 SH	DEFINED	9
SYBASE INC	NOTE 1.750% 2	871130AB6	17	1000		
			3815	35000 SH	DEFINED	9
			3815	35000		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN	SH/ PUT/ INVSTMT	MA
SYBASE INC	COM	871130100	438	17688 SH	DEFINED	9
			71	2886 SH	DEFINED	20
SYKES ENTERPRISES INC	COM	871237103	510	20574		
			19	1000 SH	DEFINED	20
SYMANTEC CORP	NOTE 0.750% 6	871503AD0	19	1000		
			567	6000 SH	DEFINED	9
SYMANTEC CORP	NOTE 1.000% 6	871503AF5	567	6000		
			6844	75000 SH	DEFINED	9
			6844	75000		

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SYMANTEC CORP	COM	871503108	343	25337	SH	DEFINED 9
			5	365	SH	DEFINED 20
			-----	-----		
SYMMETRICOM INC	COM	871543104	347	25702		
			134	33992	SH	DEFINED 9
			-----	-----		
SYNGENTA AG	SPONSORED ADR	87160A100	264	66902		
			5827	148886	SH	DEFINED 9
			2869	73312	SH	DEFINED 20
			-----	-----		
SYNOPSIS INC	COM	871607107	3	80	SH	DEFINED 8
			8700	222278		
			-----	-----		
SYNOVUS FINL CORP	COM	87161C105	12	646	SH	DEFINED 9
			12	646		
			-----	-----		
SYPRIS SOLUTIONS INC	COM	871655106	226	27207	SH	DEFINED 9
			64	7766	SH	DEFINED 20
			-----	-----		
			290	34973		
			6	10000	SH	DEFINED 20
			-----	-----		
			6	10000		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PUT/ CALL	INVSTMT DSCRETN	MA
SYSCO CORP	COM	871829107	12088	526946	SH	DEFINED 9	
			6097	265767	SH	DEFINED 20	
			12	535	SH	DEFINED 8	
			-----	-----			
TCF FINL CORP	COM	872275102	18197	793248			
			393	28762	SH	DEFINED 9	
			-----	-----			
TD AMERITRADE HLDG CORP	COM	87236Y108	1044	76423	SH	DEFINED 20	
			1437	105185			
			-----	-----			
TECO ENERGY INC	COM	872375100	17	1187	SH	DEFINED 9	
			3	200	SH	DEFINED 20	
			-----	-----			
TEPCO PARTNERS L P	UT LTD PARTNER	872384102	20	1387			
			124	10048	SH	DEFINED 9	
			-----	-----			
			115	9284	SH	DEFINED 20	
			239	19332			
			-----	-----			
			33	1700	SH	DEFINED 9	
			-----	-----			
			192	9800	SH	DEFINED 20	

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			10	500	SH	DEFINED	8
			-----	-----			
THQ INC	COM NEW	872443403	235	12000			
			193	45986	SH	DEFINED	9
			75	17960	SH	DEFINED	20
			-----	-----			
TJX COS INC NEW	COM	872540109	268	63946			
			3680	178899	SH	DEFINED	9
			4858	236164	SH	DEFINED	20
			-----	-----			
TTM TECHNOLOGIES INC	COM	87305R109	8538	415063			
			183	35038	SH	DEFINED	9
			229	43877	SH	DEFINED	20
			-----	-----			
T-3 ENERGY SRVCS INC	COM	87306E107	411	78915			
			125	13272	SH	DEFINED	9
			15	1622	SH	DEFINED	20
			-----	-----			
			141	14894			

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TW TELECOM INC	COM	87311L104	279	32992	SH		DEFINED	9
			46	5372	SH		DEFINED	20
			-----	-----				
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	325	38364				
			180	22763	SH		DEFINED	9
			142	17956	SH		DEFINED	20
			-----	-----				
TALEO CORP	CL A	87424N104	322	40719				
			3	366	SH		DEFINED	20
			-----	-----				
TALISMAN ENERGY INC	COM	87425E103	3	366				
			15	1520	SH		DEFINED	9
			-----	-----				
TANGER FACTORY OUTLET CTRS I	COM	875465106	15	1520				
			23	603	SH		DEFINED	9
			-----	-----				
TARGA RESOURCES PARTNERS LP	COM UNIT	87611X105	23	603				
			12	1500	SH		DEFINED	20
			-----	-----				
TARGET CORP	COM	87612E106	12	1500				
			18234	528057	SH		DEFINED	9
			8968	259701	SH		DEFINED	20
			22	650	SH		DEFINED	8

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN	SH/ PUT/ INVSTMT	MA
TASEKO MINES LTD	COM	876511106	27224	788408	1 2000 SH	DEFINED 9
TATA COMMUNICATIONS LTD	SPONS ADR	876564105	1	2000	8 375 SH	DEFINED 9
TATA MTRS LTD	SPONSORED ADR	876568502	8	375	2 400 SH	DEFINED 9
			2	400	2 400	

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TAUBMAN CTRS INC	COM	876664103	22	854	SH	DEFINED 9
TECH DATA CORP	DBCV 2.750%12	878237AE6	22	854	SH	DEFINED 9
TECH DATA CORP	COM	878237106	511	7000	2 100 SH	DEFINED 9
			2	130	SH	DEFINED 20
TECHTEAM GLOBAL INC	COM	878311109	4	230	1 240 SH	DEFINED 9
TECHNE CORP	COM	878377100	1	240	360 5578 SH	DEFINED 9
			338	5232	SH	DEFINED 20
TECHNOLOGY RESH CORP	COM NEW	878727304	697	10810	7 4000 SH	DEFINED 9
			0	200	SH	DEFINED 20
TECK COMINCO LTD	CL B	878742204	7	4200	1 224 SH	DEFINED 9
			2	322	SH	DEFINED 20
			1	122	SH	DEFINED 8
TEJON RANCH CO DEL	COM	879080109	3	668	64 2604 SH	DEFINED 9
			177	7142	SH	DEFINED 20
TELE NORTE LESTE PART S A	SPON ADR PFD	879246106	241	9746	0 14 SH	DEFINED 20

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TELECOM HLDRS TR	DEPOSITRY RCPT	87927P200	60	2400	SH	DEFINED	20
			60	2400			

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TELECOM ITALIA S P A NEW	SPON ADR ORD	87927Y102	7	419	SH		DEFINED	9
			7	419				
TELEDYNE TECHNOLOGIES INC	COM	879360105	16	351	SH		DEFINED	9
			16	351				
TELEFLEX INC	COM	879369106	697	13914	SH		DEFINED	9
			92	1843	SH		DEFINED	20
			789	15757				
TELEFONICA S A	SPONSORED ADR	879382208	404	6000	SH		DEFINED	9
			430	6377	SH		DEFINED	20
			834	12377				
TELEFONOS DE MEXICO S A B	SPON ADR ORD L	879403780	3	130	SH		DEFINED	9
			50	2400	SH		DEFINED	20
			53	2530				
TELEPHONE & DATA SYS INC	COM	879433100	14	448	SH		DEFINED	9
			14	448				
TELLABS INC	COM	879664100	30	7348	SH		DEFINED	9
			6	1500	SH		DEFINED	20
			36	8848				
TELMEX INTERNACIONAL SAB DE	SPONS ADR SR L	879690105	5	430	SH		DEFINED	9
			27	2400	SH		DEFINED	20
			32	2830				
TEMPLE INLAND INC	COM	879868107	7	1458	SH		DEFINED	9
			5	1000	SH		DEFINED	20
			12	2458				
TEMPLETON DRAGON FD INC	COM	88018T101	118	6861	SH		DEFINED	9
			123	7100	SH		DEFINED	20
			241	13961				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
TEMPLETON EMERG MKTS INCOME	COM	880192109	11	1164	SH		DEFINED 9	
			-----	-----				
			11	1164				
TEMPLETON GLOBAL INCOME FD	COM	880198106	18	2295	SH		DEFINED 9	
			-----	-----				
			18	2295				
TEMPUR PEDIC INTL INC	COM	88023U101	4	500	SH		DEFINED 9	
			386	54420	SH		DEFINED 20	
			-----	-----				
			389	54920				
TENARIS S A	SPONSORED ADR	88031M109	6	271	SH		DEFINED 9	
			0	9	SH		DEFINED 20	
			-----	-----				
			6	280				
TENET HEALTHCARE CORP	COM	88033G100	13	10878	SH		DEFINED 9	
			-----	-----				
			13	10878				
TENNECO INC	COM	880349105	1	238	SH		DEFINED 9	
			0	20	SH		DEFINED 20	
			-----	-----				
			1	258				
TERADATA CORP DEL	COM	88076W103	28	1907	SH		DEFINED 9	
			8	538	SH		DEFINED 20	
			-----	-----				
			36	2445				
TERADYNE INC	COM	880770102	134	31690	SH		DEFINED 9	
			12	2900	SH		DEFINED 20	
			-----	-----				
			146	34590				
TEREX CORP NEW	COM	880779103	5	300	SH		DEFINED 9	
			3	194	SH		DEFINED 20	
			1	34	SH		DEFINED 8	
			-----	-----				
			9	528				
TERRA INDS INC	COM	880915103	5	291	SH		DEFINED 20	
			-----	-----				
			5	291				

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TERRA NITROGEN CO L P	COM UNIT	881005201	3	30	SH		DEFINED	20
TESORO CORP	COM	881609101	4	319	SH		DEFINED	9
TETRA TECHNOLOGIES INC DEL	COM	88162F105	0	100	SH		DEFINED	20
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	9419	221264	SH		DEFINED	9
			6024	141519	SH		DEFINED	20
			22	524	SH		DEFINED	8
TEVA PHARMACEUTICAL FIN II L	DBCV 0.250% 2	88164RAB3	15466	363307				
			2709	22000	SH		DEFINED	9
TEVA PHARMACEUTICAL FIN CO B	NOTE 1.750% 2	88165FAA0	2709	22000				
			4505	41000	SH		DEFINED	9
TEXAS INDS INC	COM	882491103	4505	41000				
			58	1673	SH		DEFINED	9
			119	3442	SH		DEFINED	20
TEXAS INSTRS INC	COM	882508104	176	5115				
			3958	255055	SH		DEFINED	9
			4517	291014	SH		DEFINED	20
			11	734	SH		DEFINED	8
TEXTRON INC	COM	883203101	8486	546803				
			72	5161	SH		DEFINED	9
			152	10966	SH		DEFINED	20
			4	300	SH		DEFINED	8
			228	16427				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
THERMO FISHER SCIENTIFIC INC	COM	883556102	9716 2319	285166 68067	SH SH		DEFINED 9 DEFINED 20	
THOMAS & BETTS CORP	COM	884315102	12035 50	353233 2100	SH		DEFINED 9	
THORATEC CORP	COM NEW	885175307	50 1	2100 27	SH		DEFINED 20	
3COM CORP	COM	885535104	1 281 381	27 123120 166913	SH SH		DEFINED 9 DEFINED 20	
3M CO	COM	88579Y101	661 32235 15823 23	290033 560216 274990 405	SH SH SH		DEFINED 9 DEFINED 20 DEFINED 8	
TIBCO SOFTWARE INC	COM	88632Q103	48081 0	835611 75	SH		DEFINED 20	
TIDEWATER INC	COM	886423102	794 489 305	19711 12131 7580	SH SH		DEFINED 9 DEFINED 20	
TIERONE CORP	COM	88650R108	11 11	3000 3000	SH		DEFINED 20	
TIFFANY & CO NEW	COM	886547108	11 14 0	3000 580 21	SH SH		DEFINED 9 DEFINED 20	
TIM HORTONS INC	COM	88706M103	14 167 65	601 5791 2243	SH SH		DEFINED 9 DEFINED 20	
			232	8034				

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TIM PARTICIPACOES S A	SPONS ADR PFD	88706P106	1	50	SH	DEFINED 9
			-----	-----		
			1	50		
TIME WARNER INC	COM	887317105	3101	308220	SH	DEFINED 9
			1531	152218	SH	DEFINED 20
			-----	-----		
			4632	460438		
TIME WARNER CABLE INC	CL A	88732J108	15	711	SH	DEFINED 9
			-----	-----		
			15	711		
TIMKEN CO	COM	887389104	294	15000	SH	DEFINED 9
			-----	-----		
			294	15000		
TITAN MACHY INC	COM	88830R101	379	26963	SH	DEFINED 9
			67	4755	SH	DEFINED 20
			-----	-----		
			446	31718		
TITANIUM METALS CORP	COM NEW	888339207	18	2077	SH	DEFINED 9
			-----	-----		
			18	2077		
TOLL BROTHERS INC	COM	889478103	5	237	SH	DEFINED 9
			7	336	SH	DEFINED 20
			-----	-----		
			12	573		
TOOTSIE ROLL INDS INC	COM	890516107	14	530	SH	DEFINED 20
			-----	-----		
			14	530		
TORCHMARK CORP	COM	891027104	9	197	SH	DEFINED 9
			134	3000	SH	DEFINED 20
			-----	-----		
			143	3197		
TORO CO	COM	891092108	377	11414	SH	DEFINED 9
			272	8245	SH	DEFINED 20
			-----	-----		
			649	19659		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
TORONTO DOMINION BK ONT	COM NEW	891160509	21	585	SH		DEFINED 20	
			-----	-----				
			21	585				
TORTOISE ENERGY INFRSTRCTR C	COM	89147L100	85	5000	SH		DEFINED 20	
			10	600	SH		DEFINED 8	

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/PRN	SH/PRN	PUT/CALL	INVTMT DCRETN	MA
TORTOISE ENERGY CAP CORP	COM	89147U100	95 13	5600 1000	SH		DEFINED	8
TOTAL S A	SPONSORED ADR	89151E109	13 1281 593	1000 23157 10732	SH		DEFINED	9 20
TOTAL SYS SVCS INC	COM	891906109	1874 255 42	33889 18215 2995	SH		DEFINED	9 20
TOYOTA MOTOR CORP	SP ADR REP2COM	892331307	297 261 215	21210 3988 3279	SH		DEFINED	9 20
TRACTOR SUPPLY CO	COM	892356106	476 16	7267 430	SH		DEFINED	20
TRANSAMERICA INCOME SHS INC	COM	893506105	16 3	430 185	SH		DEFINED	9
TRANSCANADA CORP	COM	89353D107	3 49 27	185 1800 1009	SH		DEFINED	9 20
TRAVELERS COMPANIES INC	COM	89417E109	76 2751 1517 4268	2809 60863 33557 94420	SH		DEFINED	9 20

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/PRN	SH/PRN	PUT/CALL	INVTMT DCRETN	MA
TRAVELCENTERS OF AMERICA LLC	COM	894174101	0 96	52 40000	SH		DEFINED	9 20
TREDEGAR CORP	COM	894650100	96 67 184	40052 3685 10140	SH		DEFINED	9 20
TRI CONTL CORP	COM	895436103	251 112 20	13825 11371 2043	SH		DEFINED	9 20

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TRIANGLE CAP CORP	COM	895848109	132 9	13414 900 SH	DEFINED 20
			-----	-----	
			9	900	
TRIMBLE NAVIGATION LTD	COM	896239100	237	10986 SH	DEFINED 9
			71	3278 SH	DEFINED 20
			-----	-----	
			308	14264	
TRINITY INDS INC	NOTE 3.875% 6	896522AF6	1957	43000 SH	DEFINED 9
			-----	-----	
			1957	43000	
TRINITY INDS INC	COM	896522109	128	8101 SH	DEFINED 9
			20	1251 SH	DEFINED 20
			-----	-----	
			147	9352	
TRUE RELIGION APPAREL INC	COM	89784N104	110	8806 SH	DEFINED 9
			46	3692 SH	DEFINED 20
			-----	-----	
			155	12498	
TUPPERWARE BRANDS CORP	COM	899896104	437	19261 SH	DEFINED 9
			246	10839 SH	DEFINED 20
			-----	-----	
			683	30100	
TURBOCHEF TECHNOLOGIES INC	COM NEW	900006206	1	166 SH	DEFINED 20
			-----	-----	
			1	166	

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-----	-----	-----	-----	-----	-----	-----	-----	-----
TURKCELL ILETISIM HIZMETLERI	SPON ADR NEW	900111204	418	28652 SH			DEFINED 9	
			533	36526 SH			DEFINED 20	
			-----	-----				
			950	65178				
TWEEN BRANDS INC	COM	901166108	5	1250 SH			DEFINED 9	
			-----	-----				
			5	1250				
II VI INC	COM	902104108	42	2200 SH			DEFINED 9	
			-----	-----				
			42	2200				
TYSON FOODS INC	CL A	902494103	185	21067 SH			DEFINED 9	
			218	24924 SH			DEFINED 20	
			-----	-----				
			403	45991				
UCBH HOLDINGS INC	COM	90262T308	3	500 SH			DEFINED 9	
			-----	-----				

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UDR INC	COM	902653104	3	500				
			104	7577	SH	DEFINED	9	
			158	11443	SH		DEFINED	20
			-----	-----				
UMB FINL CORP	COM	902788108	262	19020				
			72	1462	SH	DEFINED	9	
			7	140	SH		DEFINED	20
			-----	-----				
UST INC	COM	902911106	79	1602				
			619	8929	SH	DEFINED	9	
			1823	26273	SH		DEFINED	20
			-----	-----				
US BANCORP DEL	COM NEW	902973304	2442	35202				
			50513	2019722	SH	DEFINED	9	
			22164	886212	SH	DEFINED	20	
			27	1075	SH		DEFINED	8
			-----	-----				
UQM TECHNOLOGIES INC	COM	903213106	72704	2907009				
			1	500	SH	DEFINED	9	
			-----	-----				
			1	500				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
URS CORP NEW	COM	903236107	333	8173	SH		DEFINED	9
			75	1840	SH	DEFINED	20	
			-----	-----				
USANA HEALTH SCIENCES INC	COM	90328M107	408	10013				
			10	297	SH	DEFINED	9	
			12	339	SH		DEFINED	20
			-----	-----				
U S G CORP	COM NEW	903293405	22	636				
			7	814	SH	DEFINED	9	
			3	386	SH		DEFINED	20
			-----	-----				
ULTIMATE SOFTWARE GROUP INC	COM	90385D107	10	1200				
			22	1498	SH	DEFINED	9	
			24	1611	SH		DEFINED	20
			-----	-----				
ULTRA PETROLEUM CORP	COM	903914109	45	3109				
			323	9353	SH	DEFINED	9	
			188	5458	SH		DEFINED	20
			-----	-----				
UNDER ARMOUR INC	CL A	904311107	511	14811				
			1	48	SH		DEFINED	20

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/PRN	SH/AMT	PUT/CALL	INVTMT DCRETN	MA
UNIBANCO-UNIAO DE BANCOS BRA	ADR	90458E107	24	1	48	377 SH	DEFINED	9
UNIFIRST CORP MASS	COM	904708104	21	24	377	700 SH	DEFINED	20
UNILEVER PLC	SPON ADR NEW	904767704	449	21	700	19501 SH	DEFINED	9
			885			38435 SH	DEFINED	20
			4			160 SH	DEFINED	8
			1337			58096		

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UNILEVER N V	N Y SHS NEW	904784709	25	1	1030	SH	DEFINED	9
			191		7800	SH	DEFINED	20
UNION PAC CORP	COM	907818108	217	3518	8830	73596 SH	DEFINED	9
			2859		59809	SH	DEFINED	20
UNISOURCE ENERGY CORP	COM	909205106	6377	3	133405	100 SH	DEFINED	9
UNITED AMER INDEMNITY LTD	CL A	90933T109	3	1	100	66 SH	DEFINED	9
UNITED BANCSHARES INC OHIO	COM	909458101	1	35	66	3725 SH	DEFINED	9
UNITED CMNTY FINL CORP OHIO	COM	909839102	35	29	3725	31887 SH	DEFINED	9
UNITED CMNTY BKS BLAIRSVLE G	CAP STK	90984P105	29	250	31887	18425 SH	DEFINED	9
			360		26506	SH	DEFINED	20
UNITED BANKSHARES INC WEST V	COM	909907107	610	224	44931	6750 SH	DEFINED	9
			313		9426	SH	DEFINED	20
UNITED NAT FOODS INC	COM	911163103	537	269	16176	15098 SH	DEFINED	9

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			319	17905	SH	DEFINED	20
			-----	-----			
			588	33003			
UNITED PARCEL SERVICE INC	CL B	911312106	831	15064	SH	DEFINED	9
			3559	64522	SH	DEFINED	20
			-----	-----			
			4390	79586			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
UNITED RENTALS INC	COM	911363109	0	37	SH		DEFINED	9
			-----	-----				
				37				
UNITED STATES NATL GAS FUND	UNIT	912318102	37	1595	SH		DEFINED	9
			-----	-----				
			37	1595				
UNITED STATES OIL FUND LP	UNITS	91232N108	58	1750	SH		DEFINED	9
			-----	-----				
			58	1750				
U STORE IT TR	COM	91274F104	85	19035	SH		DEFINED	9
			9	1941	SH		DEFINED	20
			-----	-----				
			93	20976				
UNITED STATES STL CORP NEW	COM	912909108	720	19352	SH		DEFINED	9
			180	4850	SH		DEFINED	20
			-----	-----				
			900	24202				
UNITED TECHNOLOGIES CORP	COM	913017109	41900	781725	SH		DEFINED	9
			40999	764910	SH		DEFINED	20
			159	2969	SH		DEFINED	8
			-----	-----				
			83059	1549604				
UNITED THERAPEUTICS CORP DEL	COM	91307C102	110	1752	SH		DEFINED	9
			49	778	SH		DEFINED	20
			-----	-----				
			158	2530				
UNITEDHEALTH GROUP INC	COM	91324P102	3887	146129	SH		DEFINED	9
			2650	99641	SH		DEFINED	20
			-----	-----				
			6537	245770				
UNITRIN INC	COM	913275103	12	769	SH		DEFINED	9
			-----	-----				
			12	769				
UNIVERSAL CORP VA	COM	913456109	12	400	SH		DEFINED	9
			-----	-----				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
UNIVERSAL ELECTRS INC	COM	913483103	0	29	SH		DEFINED 20	
				29				
UNIVERSAL FST PRODS INC	COM	913543104	1861	69152	SH		DEFINED 20	
			1861	69152				
UNIVERSAL TECHNICAL INST INC	COM	913915104	53	3079	SH		DEFINED 9	
			13	753	SH		DEFINED 20	
UNUM GROUP	COM	91529Y106	66	3832				
			212	11385	SH		DEFINED 9	
			299	16062	SH		DEFINED 20	
URBAN OUTFITTERS INC	COM	917047102	511	27447				
			1164	77705	SH		DEFINED 9	
			111	7436	SH		DEFINED 20	
UTILITIES HOLDRS TR	DEPOSITRY RCPT	918019100	1275	85141				
			172	1800	SH		DEFINED 20	
VCA ANTECH INC	COM	918194101	172	1800				
			33	1636	SH		DEFINED 9	
			80	4000	SH		DEFINED 20	
V F CORP	COM	918204108	112	5636				
			2637	48143	SH		DEFINED 9	
			4439	81056	SH		DEFINED 20	
VIST FINANCIAL CORP	COM	918255100	7076	129199				
			38	4854	SH		DEFINED 20	
VAALCO ENERGY INC	COM NEW	91851C201	38	4854				
			4	500	SH		DEFINED 20	
			4	500				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
VALEANT PHARMACEUTICALS INTL	COM	91911X104	5	224	SH		DEFINED 9	
			5	224				
VALERO ENERGY CORP NEW	COM	91913Y100	670	30942	SH		DEFINED 9	
			1538	71057	SH		DEFINED 20	
			2207	101999				
VALSPAR CORP	COM	920355104	389	21512	SH		DEFINED 9	
			86	4764	SH		DEFINED 20	
			475	26276				
VAN KAMPEN MUN TR	SH BEN INT	920919107	30	3426	SH		DEFINED 20	
			30	3426				
VAN KAMPEN OHIO QUALITY MUN	COM	920923109	102	8214	SH		DEFINED 9	
			102	8214				
VAN KAMPEN TR INVT GRADE MUN	COM	920929106	1	76	SH		DEFINED 9	
			62	6972	SH		DEFINED 20	
			62	7048				
VAN KAMPEN TR INVT GRADE N Y	COM	920931102	13	1486	SH		DEFINED 9	
			13	1486				
VAN KAMPEN TR INVT GRADE N J	COM	920933108	33	2850	SH		DEFINED 20	
			33	2850				
VAN KAMPEN MUN OPPORTUNITY T	COM	920935103	3	349	SH		DEFINED 9	
			96	9848	SH		DEFINED 20	
			99	10197				
VAN KAMPEN SENIOR INCOME TR	COM	920961109	8	3000	SH		DEFINED 20	
			8	3000				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
VAN KAMPEN ADVANTAGE MUN II	SH BEN INT	92112K107	1 103	97 13796	SH SH		DEFINED 9 DEFINED 20	
VAN KAMPEN SELECT SECTOR MUN	COM	92112M103	104 19 52	13893 2573 7191	SH SH		DEFINED 9 DEFINED 20	
VANGUARD SPECIALIZED PORTFOL	DIV APP ETF	921908844	71 16 6017	9764 400 149894	SH SH		DEFINED 9 DEFINED 20	
VANGUARD WORLD FD	EXTENDED DUR	921910709	6033 44	150294 300	SH		DEFINED 9	
VANGUARD BD INDEX FD INC	INTERMED TERM	921937819	44 289	300 3633	SH		DEFINED 20	
VANGUARD BD INDEX FD INC	TOTAL BND MRKT	921937835	289 134 5293	3633 1700 67022	SH SH		DEFINED 9 DEFINED 20	
VANGUARD TAX-MANAGED FD	EUROPE PAC ETF	921943858	5427 240 5046	68722 8724 183676	SH SH		DEFINED 9 DEFINED 20	
VANGUARD WHITEHALL FDS INC	HIGH DIV YLD	921946406	5285 734	192400 21837	SH		DEFINED 20	
VANGUARD WORLD FDS	CONSUM DIS ETF	92204A108	734 28 148 1	21837 866 4600 17	SH SH SH		DEFINED 9 DEFINED 20 DEFINED 8	
			177	5483				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
VANGUARD WORLD FDS	CONSUM STP ETF	92204A207	707 2	12220 42	SH SH		DEFINED 20 DEFINED 8	

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PUT/ CALL	INVTMT DSCRETN	MA
VANGUARD WORLD FDS	ENERGY ETF	92204A306	709	12262			
			33	485	SH	DEFINED	9
			2	34	SH	DEFINED	8
VANGUARD WORLD FDS	FINANCIALS ETF	92204A405	35	519			
			19	747	SH	DEFINED	9
			37	1435	SH	DEFINED	20
			3	131	SH	DEFINED	8
VANGUARD WORLD FDS	HEALTH CAR ETF	92204A504	60	2313			
			11	230	SH	DEFINED	9
			55	1196	SH	DEFINED	20
VANGUARD WORLD FDS	INDUSTRIAL ETF	92204A603	65	1426			
			26	600	SH	DEFINED	9
			1	22	SH	DEFINED	8
VANGUARD WORLD FDS	INF TECH ETF	92204A702	27	622			
			293	8599	SH	DEFINED	9
VANGUARD WORLD FDS	MATERIALS ETF	92204A801	293	8599			
			1	12	SH	DEFINED	8
VANGUARD WORLD FDS	UTILITIES ETF	92204A876	1	12			
			21	351	SH	DEFINED	9
			40	650	SH	DEFINED	20
			1	20	SH	DEFINED	8
VANGUARD WORLD FDS	TELCOMM ETF	92204A884	62	1021			
			0	10	SH	DEFINED	8
				10			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PUT/ CALL	INVTMT DSCRETN	MA
VANGUARD INTL EQUITY INDEX F	ALLWRLD EX US	922042775	1749	54100	SH	DEFINED	9
			390	12067	SH	DEFINED	20
VANGUARD INTL EQUITY INDEX F	EMR MKT ETF	922042858	2139	66167			
			1701	72169	SH	DEFINED	9
			4980	211270	SH	DEFINED	20
			7	312	SH	DEFINED	8
			6688	283751			

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VANGUARD INTL EQUITY INDEX F	PACIFIC ETF	922042866	4	100	SH	DEFINED	9
			50	1145	SH	DEFINED	20
			55	1245			
VANGUARD INTL EQUITY INDEX F	EURPEAN ETF	922042874	4	100	SH	DEFINED	9
			3	80	SH	DEFINED	20
			7	180			
VARIAN MED SYS INC	COM	92220P105	1475	42101	SH	DEFINED	9
			438	12491	SH	DEFINED	20
			1913	54592			
VARIAN INC	COM	922206107	17	500	SH	DEFINED	9
			17	500			
VARIAN SEMICONDUCTOR EQUIPMN	COM	922207105	244	13461	SH	DEFINED	9
			76	4172	SH	DEFINED	20
			320	17633			
VECTREN CORP	COM	92240G101	1759	70315	SH	DEFINED	9
			8660	346247	SH	DEFINED	20
			10418	416562			
VECTOR GROUP LTD	COM	92240M108	160	11718	SH	DEFINED	20
			160	11718			

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VEECO INSTRS INC DEL	COM	922417100	7	1100	SH		DEFINED	9
			7	1100				
VENTAS INC	COM	92276F100	5	144	SH		DEFINED	9
			195	5803	SH		DEFINED	20
			200	5947				
VANGUARD INDEX FDS	MCAP VL IDXVIP	922908512	42	1275	SH		DEFINED	9
			1001	30569	SH		DEFINED	20
			1042	31844				
VANGUARD INDEX FDS	MCAP GR IDXVIP	922908538	39	1149	SH		DEFINED	9
			659	19427	SH		DEFINED	20
			698	20576				
VANGUARD INDEX FDS	REIT ETF	922908553	106	2902	SH		DEFINED	9

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			3188	87471	SH	DEFINED	20
			-----	-----			
			3294	90373			
VANGUARD INDEX FDS	SML CP GRW ETF	922908595	119	2820	SH	DEFINED	9
			227	5386	SH	DEFINED	20
			5	125	SH	DEFINED	8
			-----	-----			
			351	8331			
VANGUARD INDEX FDS	SM CP VAL ETF	922908611	1480	34880	SH	DEFINED	20
			-----	-----			
			1480	34880			
VANGUARD INDEX FDS	MID CAP ETF	922908629	337	7805	SH	DEFINED	9
			6671	154395	SH	DEFINED	20
			-----	-----			
			7009	162200			
VANGUARD INDEX FDS	LARGE CAP ETF	922908637	671	16470	SH	DEFINED	9
			3116	76472	SH	DEFINED	20
			-----	-----			
			3787	92942			

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VANGUARD INDEX FDS	EXTEND MKT ETF	922908652	22	700	SH		DEFINED	20
			-----	-----				
			22	700				
VANGUARD INDEX FDS	GROWTH ETF	922908736	1051	26611	SH		DEFINED	9
			2816	71266	SH		DEFINED	20
			-----	-----				
			3867	97877				
VANGUARD INDEX FDS	VALUE ETF	922908744	241	5856	SH		DEFINED	9
			5225	126941	SH		DEFINED	20
			-----	-----				
			5466	132797				
VANGUARD INDEX FDS	SMALL CP ETF	922908751	122	2882	SH		DEFINED	9
			4975	117134	SH		DEFINED	20
			-----	-----				
			5097	120016				
VANGUARD INDEX FDS	STK MRK ETF	922908769	1410	31522	SH		DEFINED	9
			3002	67092	SH		DEFINED	20
			-----	-----				
			4412	98614				
VEOLIA ENVIRONNEMENT	SPONSORED ADR	92334N103	143	4519	SH		DEFINED	9
			113	3563	SH		DEFINED	20
			-----	-----				
			256	8082				

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VERISIGN INC	COM	92343E102	192 6	10039 300	SH SH	DEFINED 9 DEFINED 20
			-----	-----		
			197	10339		
VERIZON COMMUNICATIONS INC	COM	92343V104	14573 9559 24	429895 281980 718	SH SH SH	DEFINED 9 DEFINED 20 DEFINED 8
			-----	-----		
			24157	712593		
VERTEX PHARMACEUTICALS INC	COM	92532F100	18	595	SH	DEFINED 9
			-----	-----		
			18	595		

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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	MA
VIACOM INC NEW	CL A	92553P102	2	107	SH		DEFINED 20	
			-----	-----				
			2	107				
VIACOM INC NEW	CL B	92553P201	2616 1567	137251 82198	SH SH		DEFINED 9 DEFINED 20	
			-----	-----				
			4183	219449				
VICOR CORP	COM	925815102	7	1000	SH		DEFINED 20	
			-----	-----				
			7	1000				
VIRGIN MEDIA INC	*W EXP 99/99/9	92769L119	0	9	SH		DEFINED 9	
			-----	-----				
				9				
VIRGINIA COMM BANCORP INC	COM	92778Q109	171 243	32992 46979	SH SH		DEFINED 9 DEFINED 20	
			-----	-----				
			413	79971				
VIROPHARMA INC	COM	928241108	4	300	SH		DEFINED 9	
			-----	-----				
			4	300				
VISA INC	COM CL A	92826C839	295 97	5633 1841	SH SH		DEFINED 9 DEFINED 20	
			-----	-----				
			392	7474				
VISHAY INTERTECHNOLOGY INC	COM	928298108	43 42	12562 12159	SH SH		DEFINED 9 DEFINED 20	
			-----	-----				
			85	24721				
VISTEON CORP	COM	92839U107	1	2727	SH		DEFINED 20	
			-----	-----				

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VITAL IMAGES INC	COM	92846N104	1	2727			
			0	8	SH	DEFINED	20
			-----	-----			
				8			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN CALL	PUT/ DSCRETN	INVSTMT	MA
-----	-----	-----	-----	-----	-----	-----	-----	-----
VMWARE INC	CL A COM	928563402	0	12	SH		DEFINED	20
				-----	-----			
				12				
VODAFONE GROUP PLC NEW	SPONS ADR NEW	92857W209	4491	219709	SH		DEFINED	9
			1486	72690	SH		DEFINED	20
			12	582	SH		DEFINED	8
			-----	-----				
			5989	292981				
VOCUS INC	COM	92858J108	273	15009	SH		DEFINED	9
			51	2813	SH		DEFINED	20
			-----	-----				
			325	17822				
VORNADO RLTY TR	SH BEN INT	929042109	185	3060	SH		DEFINED	9
			261	4326	SH		DEFINED	20
			-----	-----				
			446	7386				
VOTORANTIM CELULOSE E PAPEL	SPONSORED ADR	92906P106	0	7	SH		DEFINED	20
			-----	-----				
				7				
VULCAN MATLS CO	COM	929160109	106	1517	SH		DEFINED	9
			627	9014	SH		DEFINED	20
			-----	-----				
			733	10531				
WD-40 CO	COM	929236107	42	1500	SH		DEFINED	9
			11	400	SH		DEFINED	20
			-----	-----				
			54	1900				
WGL HLDGS INC	COM	92924F106	62	1900	SH		DEFINED	9
			16	500	SH		DEFINED	20
			-----	-----				
			78	2400				
WABCO HLDGS INC	COM	92927K102	9	588	SH		DEFINED	9
			-----	-----				
			9	588				

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
WMS INDS INC	COM	929297109	484	17989	SH		DEFINED 9	
			578	21469	SH		DEFINED 20	
			-----	-----				
W P CAREY & CO LLC	COM	92930Y107	1061	39458				
			23	1000	SH		DEFINED 9	
			-----	-----				
WPP PLC	ADR	92933H101	23	1000				
			54	1815	SH		DEFINED 9	
			-----	-----				
WABTEC CORP	COM	929740108	57	1920	SH		DEFINED 20	
			111	3735				
			-----	-----				
WACHOVIA CORP NEW	COM	929903102	4	101	SH		DEFINED 9	
			1	37	SH		DEFINED 20	
			-----	-----				
WADDELL & REED FINL INC	CL A	930059100	5	138				
			7	1272	SH		DEFINED 20	
			-----	-----				
WAL MART STORES INC	COM	931142103	736	47628	SH		DEFINED 9	
			157	10156	SH		DEFINED 20	
			-----	-----				
WALGREEN CO	COM	931422109	893	57784				
			14784	263711	SH		DEFINED 9	
			-----	-----				
WARNACO GROUP INC	COM NEW	934390402	35014	624579	SH		DEFINED 20	
			21	366	SH		DEFINED 8	
			-----	-----				
WALGREEN CO	COM	931422109	49818	888656				
			12873	521811	SH		DEFINED 9	
			-----	-----				
WARNACO GROUP INC	COM NEW	934390402	10398	421470	SH		DEFINED 20	
			23271	943281				
			-----	-----				
WARNACO GROUP INC	COM NEW	934390402	537	27345	SH		DEFINED 9	
			103	5257	SH		DEFINED 20	
			-----	-----				
			640	32602				

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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	MA
WARREN RES INC	COM	93564A100	15	7388	SH		DEFINED 9	
			15	7388				
WASHINGTON FED INC	COM	938824109	116	7785	SH		DEFINED 9	
			116	7785				
WASHINGTON POST CO	CL B	939640108	5	14	SH		DEFINED 9	
			5	14				
WASHINGTON REAL ESTATE INVT	SH BEN INT	939653101	103	3652	SH		DEFINED 9	
			103	3652				
WASTE CONNECTIONS INC	COM	941053100	1	27	SH		DEFINED 20	
			1	27				
WASTE MGMT INC DEL	COM	94106L109	1341	40478	SH		DEFINED 9	
			6812	205540	SH		DEFINED 20	
			12	360	SH		DEFINED 8	
			8165	246378				
WATERS CORP	COM	941848103	137	3736	SH		DEFINED 9	
			102	2790	SH		DEFINED 20	
			239	6526				
WATSON PHARMACEUTICALS INC	COM	942683103	77	2913	SH		DEFINED 9	
			25	928	SH		DEFINED 20	
			102	3841				
WATSON WYATT WORLDWIDE INC	CL A	942712100	7	144	SH		DEFINED 9	
			10	205	SH		DEFINED 20	
			17	349				
WAUSAU PAPER CORP	COM	943315101	69	6000	SH		DEFINED 20	
			69	6000				

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

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WEBSense INC	COM	947684106	19	1300	SH	DEFINED	9
			19	1300			
WEINGARTEN RLTY INVS	SH BEN INT	948741103	535	25881	SH	DEFINED	9
			950	45895	SH	DEFINED	20
			1485	71776			
WELLPOINT INC	COM	94973V107	2518	59766	SH	DEFINED	9
			1074	25503	SH	DEFINED	20
			6	148	SH	DEFINED	8
			3599	85417			
WELLS FARGO & CO NEW	COM	949746101	54150	1836847	SH	DEFINED	9
			25227	855719	SH	DEFINED	20
			64	2173	SH	DEFINED	8
			79441	2694739			
WENDYS ARBYS GROUP INC	COM	950587105	163	33022	SH	DEFINED	9
			56	11437	SH	DEFINED	20
			220	44459			
WERNER ENTERPRISES INC	COM	950755108	187	10782	SH	DEFINED	9
			14	793	SH	DEFINED	20
			201	11575			
WESBANCO INC	COM	950810101	322	11830	SH	DEFINED	9
			3	119	SH	DEFINED	20
			325	11949			
WESCO FINL CORP	COM	950817106	77	267	SH	DEFINED	9
			210	731	SH	DEFINED	20
			287	998			
WESCO INTL INC	COM	95082P105	30	1586	SH	DEFINED	9
			2	118	SH	DEFINED	20
			33	1704			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PUT/ CALL	INVSTMT DSCRETN	MA
WEST PHARMACEUTICAL SVSC INC	COM	955306105	1	36	SH	DEFINED	9
			1	36			

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WESTAR ENERGY INC	COM	95709T100	164 115	7976 5610	SH SH	DEFINED 9 DEFINED 20
			-----	-----		
WESTERN AST EMRG MKT FLT RT	COM	95766C107	279 1	13586 160	SH	DEFINED 20
			-----	-----		
WESTERN ASSET EMRG MKT INCM	COM	95766E103	1 5	160 566	SH	DEFINED 9
			-----	-----		
WESTERN ASST MNG MUN FD INC	COM	95766M105	5 1	566 115	SH	DEFINED 9
			-----	-----		
WESTERN ASSET MUN HI INCM FD	COM	95766N103	1 11	115 1662	SH	DEFINED 9
			-----	-----		
WESTERN ASSET CLYM INFL SEC	COM SH BEN INT	95766Q106	11 21 72	1662 1989 6666	SH SH	DEFINED 9 DEFINED 20
			-----	-----		
WESTERN ASSET CLYM INFL OPP	COM	95766R104	93 39 7	8655 3736 676	SH SH	DEFINED 9 DEFINED 20
			-----	-----		
WESTERN ASSET VAR RT STRG FD	COM	957667108	46 15	4412 1287	SH	DEFINED 20
			-----	-----		
WESTERN DIGITAL CORP	COM	958102105	15 25 78	1287 2216 6774	SH SH	DEFINED 9 DEFINED 20
			-----	-----		
			103	8990		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
WESTERN ASSET INTM MUNI FD I	COM	958435109	19	2472	SH		DEFINED 9	
			-----	-----				
WESTERN UN CO	COM	959802109	19 635 131 4	2472 44303 9143 250	SH SH SH		DEFINED 9 DEFINED 20 DEFINED 8	
			-----	-----				
WESTPAC BKG CORP	SPONSORED ADR	961214301	770 18	53696 300	SH		DEFINED 9	
			-----	-----				
			18	300				

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WEYERHAEUSER CO	COM	962166104	377 226	12308 7385	SH SH	DEFINED 9 DEFINED 20
WHIRLPOOL CORP	COM	963320106	603 371 916	19693 8962 22151	SH SH SH	DEFINED 9 DEFINED 20
WHITING PETE CORP NEW	COM	966387102	1287 3	31113 85	SH	DEFINED 20
WHITNEY HLDG CORP	COM	966612103	3 154 217	85 9648 13573	SH SH	DEFINED 9 DEFINED 20
WHOLE FOODS MKT INC	COM	966837106	371 25 8	23221 2613 800	SH SH	DEFINED 9 DEFINED 20
WILEY JOHN & SONS INC	CL A	968223206	32 20	3413 575	SH	DEFINED 9
WILLBROS GROUP INC	COM	969199108	20 155 28	575 18355 3359	SH SH	DEFINED 9 DEFINED 20
			184	21714		

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
WILLIAMS COAL SEAM GAS RTY T	TR UNIT	969450105	6	800	SH		DEFINED 9	
WILLIAMS COS INC DEL	COM	969457100	6 85 109 14	800 5837 7534 1000	SH SH SH		DEFINED 9 DEFINED 20 DEFINED 8	
WILLIAMS CLAYTON ENERGY INC	COM	969490101	208 25	14371 550	SH		DEFINED 20	
WILLIAMS SONOMA INC	COM	969904101	25 4 3	550 500 390	SH SH		DEFINED 9 DEFINED 20	
WILMINGTON TRUST CORP	COM	971807102	7 47	890 2105	SH		DEFINED 9	

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/PRN	SH/AMT	PUT/CALL	INVTMT	MA
WIND RIVER SYSTEMS INC	COM	973149107	47 9	2105 1000	SH		DEFINED	9
WINDSTREAM CORP	COM	97381W104	9 8682 7150 50	1000 943702 777196 5450	SH		DEFINED	9 20 8
WINNEBAGO INDS INC	COM	974637100	15882 3	1726348 518	SH		DEFINED	20
WISCONSIN ENERGY CORP	COM	976657106	3 2663 4787	518 63437 114019	SH		DEFINED	9 20
WISDOMTREE TRUST	INTL SMCAP DIV	97717W760	7450 17	177456 500	SH		DEFINED	9

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/PRN	SH/AMT	PUT/CALL	INVTMT	MA
WISDOMTREE TRUST	DEFA HG YLD EQ	97717W802	192 3351 31	5625 98303 900	SH		DEFINED	9 20 8
WOLVERINE WORLD WIDE INC	COM	978097103	3574 368	104828 17500	SH		DEFINED	20
WOODWARD GOVERNOR CO	COM	980745103	368 39	17500 1689	SH		DEFINED	9
WOORI FIN HLDGS CO LTD	ADR	981063100	39 0	1689 20	SH		DEFINED	9
WORTHINGTON INDS INC	COM	981811102	33223	3014825	SH		DEFINED	9
WRIGHT EXPRESS CORP	COM	98233Q105	33223 2	3014825 147	SH		DEFINED	9
WYETH	COM	983024100	2 28652 11438	147 763857 304936	SH		DEFINED	9 20

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			22	583	SH	DEFINED	8
			-----	-----			
			40112	1069376			
WYNDHAM WORLDWIDE CORP	COM	98310W108	27	4113	SH	DEFINED	9
			2	300	SH	DEFINED	20
			-----	-----			
			29	4413			
WYNN RESORTS LTD	COM	983134107	24	567	SH	DEFINED	9
			0	3	SH	DEFINED	20
			-----	-----			
			24	570			
XTO ENERGY INC	COM	98385X106	8605	243978	SH	DEFINED	9
			7314	207385	SH	DEFINED	20
			-----	-----			
			15920	451363			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
X-RITE INC	COM	983857103	1	800	SH		DEFINED	9
			243	163075	SH		DEFINED	20
			-----	-----				
			244	163875				
XCEL ENERGY INC	COM	98389B100	820	44179	SH		DEFINED	9
			404	21797	SH		DEFINED	20
			-----	-----				
			1224	65976				
XILINX INC	COM	983919101	1076	60381	SH		DEFINED	9
			87	4901	SH		DEFINED	20
			-----	-----				
			1163	65282				
XEROX CORP	COM	984121103	64	8087	SH		DEFINED	9
			5	666	SH		DEFINED	20
			-----	-----				
			70	8753				
YRC WORLDWIDE INC	COM	984249102	24	8450	SH		DEFINED	9
			1	179	SH		DEFINED	20
			-----	-----				
			25	8629				
YAHOO INC	COM	984332106	134	10960	SH		DEFINED	9
			27	2241	SH		DEFINED	20
			-----	-----				
			161	13201				
YAMANA GOLD INC	COM	98462Y100	4	500	SH		DEFINED	9
			0	1	SH		DEFINED	20
			-----	-----				

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YOUNG INNOVATIONS INC	COM	987520103	4 2	501 100	SH	DEFINED	9
YUM BRANDS INC	COM	988498101	2 9310 9203 13	100 295546 292155 410	SH SH SH	DEFINED DEFINED DEFINED	9 20 8
			18526	588111			

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PUT/ CALL	INVSTMT DSCRETN	MA
ZI CORP	COM	988918108	3	8000	SH	DEFINED	20
ZEBRA TECHNOLOGIES CORP	CL A	989207105	84 17	8000 4147 825	SH SH	DEFINED DEFINED	9 20
ZENITH NATL INS CORP	COM	989390109	101 35	4972 1100	SH	DEFINED	9
ZEP INC	COM	98944B108	35 7 3	1100 350 164	SH SH	DEFINED DEFINED	9 20
ZIMMER HLDGS INC	COM	98956P102	10 5073 2522 3	514 125513 62403 77	SH SH SH	DEFINED DEFINED DEFINED	9 20 8
ZIONS BANCORPORATION	COM	989701107	7599 36 15	187993 1465 616	SH SH	DEFINED DEFINED	9 20
ZOLTEK COS INC	COM	98975W104	51 14 16	2081 1606 1726	SH SH	DEFINED DEFINED	9 20
ZWEIG TOTAL RETURN FD INC	COM	989837109	30 24	3332 7140	SH	DEFINED	20
GRAND TOTAL			24 6738282	7140 TOTAL ENTRIES			4009

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ng options, beginning of year	\$174,300	\$3,758,484	9,500	\$234,100	\$4,974,415
Options written					
128,600	2,503,729	274,300	4,420,685		
Options exercised					
	(10,000)	(47,528)			
Options expired					
	(9,500)	(119,700)			
Options closed					
(272,200)	(6,195,612)	(443,100)	(8,492,400)		
Outstanding options, end of year					
\$30,700	\$66,601	\$55,300	\$735,472		

HYV

Outstanding options, beginning of year

Options written					
\$6,500	\$44,200	3,500	\$6,500	\$535,111	
Options exercised					
(6,500)	(44,200)				
Options expired					
	(6,500)	(113,750)			
Outstanding options, end of year					
	3,500	\$421,361			

HYT

Outstanding options, beginning of year

Options written					
\$6,800	\$46,240	3,595	\$6,800	\$551,862	
Options exercised					
(6,800)	(46,240)				
Options expired					
	(6,800)	(119,000)			
Outstanding options, end of year					
	3,595	\$432,862			

BHY

Outstanding options, beginning of year

Options written					
\$750	\$5,100	\$750	\$13,125		
Options exercised					
(750)	(5,100)				
Options expired					
	(750)	(13,125)			
Outstanding options, end of year					

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Notes to Financial Statements (continued)

	Calls		Puts			
	Contracts	Notional (000)	Premiums Received	Contracts	Notional (000)	Premiums Received
BNA						
Outstanding options, beginning of year		\$ 173,900	\$ 3,754,227	9,500	\$ 233,700	\$ 4,969,287
Options written		129,000	2,508,777		274,600	4,427,651
Options exercised					(10,000)	(47,528)
Options expired				(9,500)		(119,700)
Options closed		(272,000)	(6,195,970)		(442,800)	(8,492,710)
Outstanding options, end of year		\$ 30,900	\$ 67,034		\$ 55,500	\$ 737,000
BHD						
Outstanding options, beginning of year		\$ 2,300	\$ 17,900		\$ 4,300	\$ 69,170
Options written		4,500	62,250		4,500	81,175
Options closed		(6,800)	(80,150)		(6,800)	(111,345)
Outstanding options, end of year					\$ 2,000	\$ 39,000

7. Income Tax Information:

US GAAP requires that certain components of net assets be adjusted to reflect permanent differences between financial and tax reporting. These reclassifications have no effect on net assets or net asset values per share. The following permanent differences as of August 31, 2013 attributable to the accounting for swap agreements, amortization methods on fixed income securities, foreign currency transactions, non-deductible expenses and net paydown losses were reclassified to the following accounts:

	BHK	HYV	HYT	HIS	BHY	BNA	BKT
Paid-in capital		\$ (11,986)	\$ (177,663)	\$ (162,712)	\$ (126,174)		
Undistributed net investment income	\$ (864,282)	\$ (904,591)	\$ (975,060)	\$ (102,001)	\$ 86,864	\$ (173,526)	\$ 1

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Accumulated
net realized

loss \$ 864,282 \$ 916,577 \$ 1,152,723 \$ 264,713 \$ 39,310 \$ 173,526 \$ (1

The tax character of distributions paid during the fiscal years ended August 31, 2013 and August 31, 2012 was as follows:

		BHK	HYV	HYT	HIS	BHY	BNA	BKT
Ordinary								
income	8/31/13	\$25,416,860	\$38,560,059	\$39,195,248	\$10,599,743	\$3,412,042	\$23,740,439	\$30,628,
	8/31/12	\$22,212,928	\$35,208,709	\$36,599,844	\$11,172,280	\$3,374,830	\$22,258,816	\$30,308,
Total	8/31/13	\$25,416,860	\$38,560,059	\$39,195,248	\$10,599,743	\$3,412,042	\$23,740,439	\$30,628,
	8/31/12	\$22,212,928	\$35,208,709	\$36,599,844	\$11,172,280	\$3,374,830	\$22,258,816	\$30,308,

As of August 31, 2013, the tax components of accumulated net earnings (losses) were as follows:

	BHK	HYV	HYT	HIS	BHY	B
Undistributed ordinary income	\$ 5,172,935	\$ 4,808,087	\$ 5,632,022	\$ 1,381,349	\$ 279,996	\$
Capital loss carryforwards	(10,357,545)	(52,520,992)	(68,888,889)	(36,475,853)	(11,795,329)	
Net unrealized gains (losses) ¹	6,136,455	5,152,621	3,656,884	(270,522)	1,346,173	
Qualified late-year losses ²						
Total	\$ 951,845	\$ (42,560,284)	\$ (59,599,983)	\$ (35,365,026)	\$ (10,169,160)	\$

¹ The differences between book-basis and tax-basis net unrealized gains (losses) were attributable primarily to the tax deferral of losses on wash sales, amortization methods of premiums and discounts on fixed income securities, the accrual of income on securities in default, the realization for tax purposes of unrealized gains/losses on certain futures and foreign currency contracts, the accounting for swap agreements, investments in passive foreign investment companies and the deferral of compensation to trustees.

² The Trust has elected to defer certain qualified late year losses and recognize such losses in the year ended August 31, 2014.

As of August 31, 2013, the Trusts had capital loss carryforwards available to offset future realized capital gains through the indicated expiration dates as follows:

Expires August 31,	BHK	HYV	HYT	HIS	BHY
2014				\$ 7,043,976	\$ 442,153
2015					2,467,772
2016	\$ 2,941,545			10,829,322	2,039,760
2017	7,416,000	\$ 6,734,339	\$ 13,961,125	3,140,056	916,541
2018		45,786,653	54,927,764	15,169,557	5,191,260
2019					737,843
No expiration date ³				292,942	
Total	\$ 10,357,545	\$ 52,520,992	\$ 68,888,889	\$ 36,475,853	\$ 11,795,329

³ Must be utilized prior to losses subject to expiration.

Notes to Financial Statements (continued)

During the year ended August 31, 2013, the Trusts listed below utilized the following amounts of their respective capital loss carryover:

BHK	\$ 2,785,178
HYV	\$ 24,658,421
HYT	\$ 23,395,382
HIS	\$ 2,265,017
BHY	\$ 2,276,200
BNA	\$ 4,283,177
BHD	\$ 3,647,837

As of August 31, 2013, gross unrealized appreciation and gross unrealized depreciation based on cost for federal income tax purposes were as follows:

	BHK	HYV	HYT	HIS	BHY
Tax cost	\$ 551,524,149	\$ 611,577,536	\$ 637,769,231	\$ 159,922,686	\$ 66,016,698
Gross unrealized appreciation	\$ 21,684,444	\$ 25,470,332	\$ 25,205,718	\$ 5,336,661	\$ 2,581,185
Gross unrealized depreciation	(15,243,645)	(21,891,344)	(23,122,944)	(5,595,272)	(1,367,696)
Net unrealized appreciation (depreciation)	\$ 6,440,799	\$ 3,578,988	\$ 2,082,774	\$ (258,611)	\$ 1,213,489

8. Borrowings:

HYV, HYT, HIS, BHY and BHD were party to a senior committed secured, 364-day revolving line of credit and a separate security agreement (the SSB Agreement) with State Street Bank and Trust Company (SSB). The Trusts have granted a security interest in substantially all of their assets to SSB.

The SSB Agreement allows for the following maximum commitment amounts:

Commitment Amounts

HYV	\$ 213,000,000
HYT	\$ 222,000,000
HIS	\$ 63,000,000
BHY	\$ 24,000,000
BHD	\$ 52,000,000

Prior to March 1, 2013, advances were made by SSB to the Trusts, at the Trusts' option of (a) the higher of (i) 0.75% above the Fed Funds rate and (ii) 0.75% above the Overnight LIBOR or (b) 0.75% above 7-day, 30-day, 60-day or 90-day LIBOR.

On March 1, 2013, the SSB Agreement was renewed and amended from a 364-day revolving line of credit to a 360-day rolling facility whereby SSB may elect to terminate its commitment upon 360-days written notice to the Trusts anytime after February 24, 2014. Advances will be made by SSB to the Trusts, at the Trusts' option of (a) the higher of (i) 0.80% above the Fed Funds rate and (ii) 0.80% above the Overnight LIBOR or (b) 0.80% above 7-day, 30-day, 60-day or 90-day LIBOR.

In addition, the Trusts pay a facility fee and utilization fee (based on the daily unused portion of the commitments). The commitment fees are waived if the Trusts meet certain conditions. The fees associated with each of the agreements are included in the Statements of Operations as borrowing costs. Advances to the Trusts as of August 31, 2013 are shown in the Statements of Assets

and Liabilities as loan payable. Based on the short-term nature of the borrowings under the line of credit and the variable interest rate, the carrying amounts of the borrowings approximates fair value.

The Trusts may not declare dividends or make other distributions on shares or purchase any such shares if, at the time of the declaration, distribution or purchase, asset coverage with respect to the outstanding short-term borrowings is less than 300%.

For the year ended August 31, 2013, the daily weighted average interest rates for Trusts with loans under the revolving credit agreements were as follows:

**Daily Weighted
Average
Interest Rate**

HYV	0.95	%
HYT	0.95	%
HIS	0.95	%
BHY	0.95	%
BHD ¹	0.95	%

For the year ended August 31, 2013, the daily weighted average interest rates for Trusts with borrowings, which include reverse repurchase agreements, were as follows:

**Daily Weighted
Average
Interest Rate**

BHK	0.26	%
BNA	0.27	%
BKT ¹	0.23	%

¹ Includes treasury roll transactions.

9. Concentration, Market and Credit Risk:

In the normal course of business, the Trusts invest in securities and enter into transactions where risks exist due to fluctuations in the market (market risk) or failure of the issuer of a security to meet all its obligations (issuer credit risk). The value of securities held by the Trusts may decline in response to certain events, including those directly involving the issuers whose securities are owned by the Trusts; conditions affecting the general economy; overall market changes; local, regional or global political, social or economic instability; and currency and interest rate and price fluctuations. Similar to issuer credit risk, the Trusts may be exposed to counterparty credit risk, or the risk that an entity with which the Trusts have unsettled or open transactions may fail to or be unable to perform on its commitments. The Trusts manage counterparty credit risk by entering into

Notes to Financial Statements (concluded)

transactions only with counterparties that they believe have the financial resources to honor their obligations and by monitoring the financial stability of those counterparties. Financial assets, which potentially expose the Trusts to market, issuer and counterparty credit risks, consist principally of financial instruments and receivables due from counterparties. The extent of the Trusts' exposure to market, issuer and counterparty credit risks with respect to these financial assets is generally approximated by their value recorded in the Statements of Assets and Liabilities, less any collateral held by the Trusts.

Certain Trusts invest a significant portion of their assets in securities backed by commercial or residential mortgage loans or in issuers that hold mortgage and other asset-backed securities. Please see the Schedules of Investments for these securities. Changes in economic conditions, including delinquencies and/or defaults on assets underlying these securities, can affect the value, income and/or liquidity of such positions.

10. Capital Share Transactions:

BHK, BHY and BHD are authorized to issue an unlimited number of shares, par value \$0.001, all of which were initially classified as Common Shares. BNA and BKT are authorized to issue 200 million shares, par value \$0.01, all of which were initially classified as Common Shares. HYV and HYT are authorized to issue 200 million shares, par value \$0.10, all of which were initially classified as Common Shares. HIS is authorized to issue an unlimited number of shares, no par value, all of which were initially classified as Common Shares. The Board is authorized, however, to reclassify any unissued shares without approval of Common Shareholders. For the years shown, shares issued and outstanding increased by the following amounts as a result of dividend reinvestment:

Year Ended August 31, 2013	Year Ended August 31, 2012
BHK 14,416	4,404
HYV 11,735	59,289
HYT 39,051	85,180
HIS 103,313	124,205
BHY 1,771	2,000
BHD 3,668	3,546

Shares issued and outstanding remained constant during the year ended August 31, 2013 and the year ended August 31, 2012 for BNA and BKT.

11. Subsequent Events:

Management's evaluation of the impact of all subsequent events on the Trusts' financial statements was completed through the date the financial statements were issued and the following items were noted:

The Trusts paid a net investment income dividend on September 30, 2013 to shareholders of record on September 16, 2013 as follows:

	Common Dividend Per Share
BHK	\$ 0.0755
HYV	\$ 0.0855
HYT	\$ 0.0805
HIS	\$ 0.0142
BHY	\$ 0.0428
BNA	\$ 0.0595
BKT	\$ 0.0370

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BHD \$ 0.0780

Additionally, the Trusts declared a net investment income dividend on October 1, 2013 payable to shareholders of record on October 16, 2013 for the same amounts noted above.

On October 11, 2013, the shareholders of HYT and each HYT Target Fund approved their respective reorganization. On October 18, 2013, the Manager announced special distributions in connection with the reorganizations. HYV, HYT, HIS and BHY will pay an income distribution on November 1, 2013 to shareholders of record as of October 29, 2013 as follows:

	Distribution Per Share
HYV	\$0.185
HYT	\$0.160
HIS	\$0.040
BHY	\$0.080

On October 25, 2013, the shareholders of BHD and DSU approved its reorganization.

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Report of Independent Registered Public Accounting Firm

**To the Shareholders and Board of Trustees/Directors of
BlackRock Core Bond Trust,
BlackRock Corporate High Yield Fund V, Inc.,
BlackRock Corporate High Yield Fund VI, Inc.,
BlackRock High Income Shares,
BlackRock High Yield Trust,
BlackRock Income Opportunity Trust, Inc.,
BlackRock Income Trust, Inc., and
BlackRock Strategic Bond Trust:**

We have audited the accompanying statements of assets and liabilities, including the schedules of investments, of BlackRock Core Bond Trust, BlackRock High Income Shares, BlackRock High Yield Trust, BlackRock Income Opportunity Trust, Inc., BlackRock Income Trust, Inc., and BlackRock Strategic Bond Trust (collectively the Funds) as of August 31, 2013, and the related statements of operations and cash flows for the year then ended, and the statements of changes in net assets for each of the two years in the period then ended, and the financial highlights for each of the years in the five-year period then ended. We have also audited the consolidated statements of assets and liabilities, including the consolidated schedules of investments of BlackRock Corporate High Yield Fund V, Inc. and BlackRock Corporate High Yield Fund VI, Inc., (collectively with the Funds mentioned above, the Trusts) as of August 31, 2013, and the related consolidated statements of operations and cash flows for the year then ended, the consolidated statements of changes in net assets for each of the two years in the period then ended, and the consolidated financial highlights for each of the years in the five-year period then ended. These financial statements and financial highlights are the responsibility of the Trusts' management. Our responsibility is to express an opinion on these financial statements and financial highlights based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements and financial highlights are free of material misstatement. The Trusts are not required to have, nor were we engaged to perform, an audit of their internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Trusts' internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. Our procedures included confirmation of securities owned as of August 31, 2013, by correspondence with the custodian, brokers, and agent banks; where replies were not received from brokers or agent banks, we performed other auditing procedures. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements and financial highlights referred to above present fairly, in all material respects, the financial positions of BlackRock Core Bond Trust, BlackRock High Income Shares, BlackRock High Yield Trust, BlackRock Income Opportunity Trust, Inc., BlackRock Income Trust, Inc., and BlackRock Strategic Bond Trust, the results of their operations and their cash flows for the year then ended, the changes in their net assets for each of the two years in the period then ended, and their financial highlights for each the years in the five-year period then ended, and the consolidated financial positions of BlackRock Corporate High Yield Fund V, Inc. and BlackRock Corporate High Yield Fund VI, Inc., as of August 31, 2013, the consolidated results of their operations and their consolidated cash flows for the year then ended, the consolidated changes in their net assets for each of the two years in the period then ended, and their consolidated financial highlights for each of the years in the five-year period then ended, conformity with accounting principles generally accepted in the United States of America.

As discussed in Note 1 to the financial statements, on June 5, 2013, the Board of BlackRock Corporate High Yield Fund VI, Inc. and the Board of BlackRock Corporate High Yield Fund V, Inc., BlackRock High Income Shares, and BlackRock High Yield Trust (each individually, a Target Fund) approved the reorganizations of each Target Fund into BlackRock Corporate High Yield Fund VI, Inc. Additionally, on July 19, 2013, the Board of BlackRock Strategic Bond Trust approved the reorganization of BlackRock Strategic Bond Trust with BlackRock Debt Strategies Fund, Inc., with BlackRock Debt Strategies Fund, Inc. continuing as the surviving fund after the reorganization. As discussed in Note 11, on October 11, 2013, the shareholders of BlackRock Corporate High Yield Fund VI, Inc. and each Target Fund approved their respective reorganization, and on October 25, 2013, the shareholders of BlackRock Strategic Bond Trust and Debt Strategies Fund, Inc. approved their respective reorganization.

Deloitte & Touche LLP
Boston, Massachusetts
October 29, 2013

Important Tax Information (Unaudited)

The following information is provided with respect to the ordinary income distributions paid by the Trusts during the fiscal year ended August 31, 2013.

	Payable Dates		BHK	HYV	HYT	HIS	BHY	BNA
Interest-Related Dividends for Non-US Residents ¹	September 2012 February 2013	January 2013 August 2013	66.03% 85.83%	61.01% 84.35%	66.09% 75.19%	70.48% 96.52%	73.65% 83.56%	73.86% 84.00%
Qualified Dividend Income for Individuals ²	September 2012 February 2013	January 2013 August 2013		5.37% 1.62%	5.41% 1.82%			
Dividends Qualifying for the Dividend Received Deduction for Corporations ²	September 2012 February 2013	January 2013 August 2013		5.37% 1.59%	5.41% 1.80%			
Federal Obligation Interest ³	September 2012	August 2013	7.02%					6.53%

¹ Represents the portion of the taxable ordinary income dividends eligible for exemption from US withholding tax for nonresident aliens and foreign corporations.

² The Trust hereby designates the percentage indicated above or the maximum amount allowable by law.

³ The law varies in each state as to whether and what percentage of dividend income attributable to federal obligations is exempt from state income tax. We recommend that you consult your tax advisor to determine if any portion of the dividends you received is exempt from state income taxes.

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Disclosure of Investment Advisory Agreements and Sub-Advisory Agreements

The Board of Directors or Trustees and as applicable (each, a Board, collectively, the Boards, and the members of which are referred to as Board Members) of BlackRock Core Bond Trust (BHK), BlackRock Corporate High Yield Fund V, Inc. (HYV), BlackRock Corporate High Yield Fund VI, Inc. (HYT), BlackRock High Income Shares (HIS), BlackRock High Yield Trust (BHY), BlackRock Income Opportunity Trust, Inc. (BNA), BlackRock Income Trust, Inc. (BKT) and BlackRock Strategic Bond Trust (BHD and together with BHK, HYV, HYT, HIS, BHY, BNA and BKT, each a Fund, and, collectively, the Funds) met in person on April 18, 2013 (the April Meeting) and June 4-5, 2013 (the June Meeting) to consider the approval of each Fund's investment advisory agreement (each, an Advisory Agreement) with BlackRock Advisors, LLC (the Manager), each Fund's investment advisor. The Board of each Fund also considered the approval of the sub-advisory agreement (each, a Sub-Advisory Agreement) among the Manager, BlackRock Financial Management, Inc. (the Sub-Advisor), and its Fund. The Manager and the Sub-Advisor are referred to herein as BlackRock. The Advisory Agreements and the Sub-Advisory Agreements are referred to herein as the Agreements.

Activities and Composition of the Board

Each Board consists of eleven individuals, nine of whom are not interested persons of such Fund as defined in the Investment Company Act of 1940 (the 1940 Act) (the Independent Board Members). The Board Members are responsible for the oversight of the operations of the Funds and perform the various duties imposed on the directors of investment companies by the 1940 Act. The Independent Board Members have retained independent legal counsel to assist them in connection with their duties. The Chairman of each Board is an Independent Board Member. Each Board has established six standing committees: an Audit Committee, a Governance and Nominating Committee, a Compliance Committee, a Performance Oversight Committee, an Executive Committee, and a Leverage Committee, each of which is chaired by an Independent Board Member and composed of Independent Board Members (except for the Executive Committee and the Leverage Committee, each of which also has one interested Board Member).

The Agreements

Pursuant to the 1940 Act, the Boards are required to consider the continuation of the Agreements on an annual basis. The Boards have four quarterly meetings per year, each extending over two days, and a fifth one-day meeting to consider specific information surrounding the consideration of renewing the Agreements. In connection with this process, the Boards assessed, among other things, the nature, scope and quality of the services provided to the Funds by BlackRock, its personnel and its affiliates, including investment management, administrative and shareholder services, oversight of fund accounting and custody, marketing services, risk oversight, compliance and assistance in meeting applicable legal and regulatory requirements.

The Boards, acting directly and through their respective committees, considered at each of their meetings, and from time to time as appropriate, factors that are relevant to their annual consideration of the renewal of the Agreements, including the services and support provided by BlackRock to the Funds and their shareholders. Among the matters the Boards considered were: (a) investment performance for one-year, three-year, five-year and/or since inception periods, as applicable, against peer funds, and applicable benchmarks, if any, as well as senior management's and portfolio managers' analysis of the reasons for any over-performance or underperformance against their peers and/or benchmark, as applicable; (b) fees, including advisory, administration, if applicable, and other amounts paid to BlackRock and its affiliates by the Funds for services such as call center and fund accounting; (c) Fund operating expenses and how BlackRock allocates expenses to the Funds; (d) the resources devoted to, risk oversight of, and compliance reports relating to, implementation of the Funds' investment objectives, policies and restrictions; (e) the Funds' compliance with their Code of Ethics and other compliance policies and procedures; (f) the nature, cost and character of non-investment management services provided by BlackRock and its affiliates; (g) BlackRock's and other service providers' internal controls and risk and compliance oversight mechanisms; (h) BlackRock's implementation of the proxy voting policies approved by the Boards; (i) execution quality of portfolio transactions; (j) BlackRock's implementation of the Funds' valuation and liquidity procedures; (k) an analysis of management fees for products with similar investment objectives across the open-end fund, closed-end fund and institutional account product channels, as applicable; (l) BlackRock's compensation methodology for its investment professionals and the incentives it creates; and (m) periodic updates on BlackRock's business.

The Boards have engaged in an ongoing strategic review with BlackRock of opportunities to consolidate funds and of BlackRock's commitment to investment performance. In addition, the Boards requested and BlackRock provided an analysis of fair valuation and stale pricing policies. BlackRock also furnished information to the Boards in response to specific questions. These questions covered issues such as BlackRock's profitability, investment performance and management fee levels. The Boards further considered the importance of: (i) organizational and structural variables to investment performance; (ii) rates of portfolio turnover; (iii) BlackRock's performance accountability for portfolio managers; (iv) marketing support for the funds; (v) services provided to the Funds by BlackRock affiliates; and (vi) BlackRock's oversight of relationships with third party service providers.

Board Considerations in Approving the Agreements

The Approval Process: Prior to the April Meeting, the Boards requested and received materials specifically relating to the Agreements. The Boards are engaged in a process with its independent legal counsel and BlackRock to review the nature and scope of the information provided to better assist their deliberations. The materials provided in connection with the April Meeting included (a) information independently compiled and prepared by Lipper, Inc. (Lipper) on Fund fees and expenses as compared with a peer group of funds as determined by Lipper (Expense Peers) and the investment performance of the Funds as compared with a peer group of funds as determined by Lipper¹, as well as the investment performance of each of BHK, BNA, BKT and BHD as compared with its custom benchmark; (b) information on the profits realized by BlackRock and its affiliates pursuant to the Agreements and a discussion of fall-out benefits to BlackRock and its affiliates; (c) a general analysis provided by BlackRock concerning investment management fees charged to other clients, such as institutional clients and open-end funds, under similar investment mandates, as applicable; (d) review of non-management fees;

¹ Lipper ranks funds in quartiles, ranging from first to fourth, where first is the most desirable quartile position and fourth is the least desirable.

Disclosure of Investment Advisory Agreements and Sub-Advisory Agreements (continued)

(e) the existence, impact and sharing of potential economies of scale; (f) a summary of aggregate amounts paid by each Fund to BlackRock and (g) if applicable, a comparison of management fees to similar BlackRock closed-end funds, as classified by Lipper.

At the April Meeting, the Boards reviewed materials relating to their consideration of the Agreements. As a result of the discussions that occurred during the April Meeting, and as a culmination of the Boards' year-long deliberative process, the Boards presented BlackRock with questions and requests for additional information. BlackRock responded to these requests with additional written information in advance of the June Meeting.

At the June Meeting, each Board, including the Independent Board Members, unanimously approved the continuation of the Advisory Agreement between the Manager and its Fund, and the Sub-Advisory Agreement among the Manager, the Sub-Advisor, and its Fund, each for a one-year term ending June 30, 2014. In approving the continuation of the Agreements, the Boards considered: (a) the nature, extent and quality of the services provided by BlackRock; (b) the investment performance of the Funds and BlackRock; (c) the advisory fee and the cost of the services and profits to be realized by BlackRock and its affiliates from their relationship with the Funds; (d) the Funds' costs to investors compared to the costs of Expense Peers and performance compared to the relevant performance comparison as previously discussed; (e) economies of scale; (f) fall-out benefits to BlackRock as a result of its relationship with the Funds; and (g) other factors deemed relevant by the Board Members.

The Boards also considered other matters they deemed important to the approval process, such as payments made to BlackRock or its affiliates relating to securities lending, services related to the valuation and pricing of Fund portfolio holdings, direct and indirect benefits to BlackRock and its affiliates from their relationship with the Funds and advice from independent legal counsel with respect to the review process and materials submitted for the Boards' review. The Boards noted the willingness of BlackRock personnel to engage in open, candid discussions with the Boards. The Boards did not identify any particular information as determinative, and each Board Member may have attributed different weights to the various items considered.

A. Nature, Extent and Quality of the Services Provided by BlackRock: The Boards, including the Independent Board Members, reviewed the nature, extent and quality of services provided by BlackRock, including the investment advisory services and the resulting performance of the Funds. Throughout the year, the Boards compared Fund performance to the performance of a comparable group of closed-end funds and/or the performance of a relevant benchmark, if any. The Boards met with BlackRock's senior management personnel responsible for investment operations, including the senior investment officers. Each Board also reviewed the materials provided by its Fund's portfolio management team discussing the Fund's performance and the Fund's investment objective, strategies and outlook.

The Boards considered, among other factors, with respect to BlackRock: the number, education and experience of investment personnel generally and their Funds' portfolio management teams; investments by portfolio managers in the funds they manage; portfolio trading capabilities; use of technology; commitment to compliance; credit analysis capabilities; risk analysis and oversight capabilities; and the approach to training and retaining portfolio managers and other research, advisory and management personnel. The Boards engaged in a review of BlackRock's compensation structure with respect to their Funds' portfolio management teams and BlackRock's ability to attract and retain high-quality talent and create performance incentives.

In addition to advisory services, the Boards considered the quality of the administrative and other non-investment advisory services provided to the Funds. BlackRock and its affiliates provide the Funds with certain services (in addition to any such services provided to the Funds by third parties) and officers and other personnel as are necessary for the operations of the Funds. In particular, BlackRock and its affiliates provide the Funds with the following administrative services including, among others: (i) preparing disclosure documents, such as the prospectus, the summary prospectus (as applicable) and the statement of additional information in connection with the initial public offering and periodic shareholder reports; (ii) preparing communications with analysts to support secondary market trading of the Funds; (iii) assisting with daily accounting and pricing; (iv) preparing periodic filings with regulators and stock exchanges; (v) overseeing and coordinating the activities of other service providers; (vi) organizing Board meetings and preparing the materials for such Board meetings; (vii) providing legal and compliance support; (viii) furnishing analytical and other support to assist the Boards in their consideration of strategic issues such as the merger or consolidation of certain closed-end funds; and (ix) performing other administrative functions necessary for the operation of the Funds, such as tax reporting, fulfilling regulatory filing requirements and call center services. The Boards reviewed the structure and duties of BlackRock's fund administration, shareholder services, legal and compliance departments and considered BlackRock's policies and procedures for assuring compliance with applicable laws and regulations.

B. The Investment Performance of the Funds and BlackRock: Each Board, including the Independent Board Members, also reviewed and considered the performance history of its Funds. In preparation for the April Meeting, the Boards worked with its independent legal counsel, BlackRock and Lipper to develop a template for, and were provided with reports independently prepared by Lipper, which included a comprehensive analysis of each Fund's performance. The Boards also reviewed a narrative

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and statistical analysis of the Lipper data that was prepared by BlackRock, which analyzed various factors that affect Lipper's rankings. In connection with their review, each Board received and reviewed information regarding the investment performance, based on net asset value (NAV), of its Fund as compared to other funds in its applicable Lipper category, and with respect to BHK, BNA, BKT and BHD, the investment performance of the Fund as compared with its respective custom benchmark. The Boards were provided with a description of the methodology used by Lipper to select peer funds and periodically meets with Lipper representatives to review their methodology. Each Board and its Performance Oversight Committee regularly review, and meet with Fund management to discuss, the performance of its Fund throughout the year.

The Board of each of BHK, BHD and BNA noted that its respective Fund's performance exceeded its customized benchmark during the one- and three-year periods reported, but underperformed the customized

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Disclosure of Investment Advisory Agreements and Sub-Advisory Agreements (continued)

benchmark for the five-year period. BlackRock believes that the performance relative to the customized benchmark is an appropriate performance metric for BHK, BHD and BNA.

The Board of BKT noted that BKT's performance exceeded its customized benchmark during the three- and five-year periods reported, but underperformed the customized benchmark for the one-year period. BlackRock believes that the performance relative to the customized benchmark is an appropriate performance metric for BKT. The Board of BKT and BlackRock reviewed and discussed the reasons for BKT's underperformance during the one-year period and will monitor BKT's performance in the coming year.

The Board of HYV noted that HYV ranked in the first, first and second quartiles against its Lipper Performance Universe for the one-, three- and five-year periods reported, respectively.

The Board of HYT noted that HYT ranked in the second quartile against its Lipper Performance Universe for each of the one-, three- and five-year periods reported.

The Board of HIS noted that HIS ranked in the fourth, fourth and third quartiles against its Lipper Performance Universe for the one-, three- and five-year periods reported, respectively. The Board of HIS and BlackRock reviewed and discussed the reasons for HIS's underperformance during these periods compared to its Lipper Performance Universe. The Board of HIS was informed that, among other things, underperformance for the one-, three and five-year periods is a result of performance in 2011 and 2012, where HIS lagged its peers. The underperformance in 2011 resulted mostly from the fourth quarter, where high yield sharply rallied following positive European news. This was a larger benefit to peers which utilized higher leverage and lower quality issues. In 2012, security selection in the metals and wireless sectors, as well as an overweight and selection in the media non-cable sector impaired performance. Also, an allocation to senior secured bank loans, which underperformed high yield, also detracted from performance.

The Board of BHY noted that BHY ranked in the third quartile against its Lipper Performance Universe for each of the one-, three- and five-year periods reported. The Board of BHY and BlackRock reviewed and discussed the reasons for BHY's underperformance during these periods compared to its Lipper Performance Universe. The Board of BHY was informed that, among other things, over these periods underperformance can mostly be attributed to 2012. BHY generally maintained a favorable view of risk throughout the year and performed well. BHY moved to a more moderate risk level heading into the second half of 2012 given the healthy run-up through the first six-months. This transition negatively impacted results in the third quarter, and ultimately the back half of the year, as risk prices remained resilient.

The Boards of HIS and BHY and BlackRock also discussed BlackRock's strategy for improving the Funds' performance and BlackRock's commitment to providing the resources necessary to assist the Funds' portfolio managers and to improve the Funds' performance.

The Boards noted that BlackRock has recently made, and continues to make, changes to the organization of BlackRock's overall portfolio management structure designed to result in strengthened leadership teams.

C. Consideration of the Advisory/Management Fees and the Cost of the Services and Profits to be Realized by BlackRock and its Affiliates from their Relationship with the Funds: Each Board, including the Independent Board Members, reviewed its Fund's contractual management fee rate compared with the other funds in its Lipper category. The contractual management fee rate represents a combination of the advisory fee and any administrative fees, before taking into account any reimbursements or fee waivers. Each Board also compared its Fund's total net operating expense ratio, as well as actual management fee rate, to those of other funds in its Lipper category. The total net operating expense ratio and actual management fee rate both give effect to any expense reimbursements or fee waivers that benefit the funds. The Boards considered the services provided and the fees charged by BlackRock to other types of clients with similar investment mandates, including institutional accounts.

The Boards received and reviewed statements relating to BlackRock's financial condition. The Boards were also provided with a profitability analysis that detailed the revenues earned and the expenses incurred by BlackRock for services provided to the Funds. The Boards reviewed BlackRock's profitability with respect to the Funds and other funds the Boards currently oversee for the year ended December 31, 2012 compared to available aggregate profitability data provided for the prior two years. The Boards reviewed BlackRock's profitability with respect to certain other fund complexes managed by the Manager and/or its affiliates. The Boards reviewed BlackRock's assumptions and methodology of allocating expenses in the profitability analysis, noting the inherent limitations in allocating costs among various advisory products. The Boards recognized that profitability may be affected by numerous factors including, among other things, fee waivers and expense reimbursements by the Manager, the types of funds

managed, precision of expense allocations and business mix. As a result, comparing profitability is difficult.

The Boards noted that, in general, individual fund or product line profitability of other advisors is not publicly available. The Boards reviewed BlackRock's overall operating margin, in general, compared to that of certain other publicly-traded asset management firms. The Boards considered the differences between BlackRock and these other firms, including the contribution of technology at BlackRock, BlackRock's expense management, and the relative product mix.

In addition, the Boards considered the cost of the services provided to the Funds by BlackRock, and BlackRock's and its affiliates profits relating to the management of the Funds and the other funds advised by BlackRock and its affiliates. As part of its analysis, the Boards reviewed BlackRock's methodology in allocating its costs to the management of the Funds. The Boards also considered whether BlackRock has the financial resources necessary to attract and retain high quality investment management personnel to perform its obligations under the Agreements and to continue to provide the high quality of services that is expected by the Boards.

The Board of BHK noted that BHK's contractual management fee rate ranked in the first quartile relative to BHK's Expense Peers. After discussions between the Board, including the Independent Board Members, and BlackRock, the Board of BHK and BlackRock agreed to a continuation of the voluntary advisory fee reduction, which results in savings to shareholders, implemented on June 1, 2012.

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Disclosure of Investment Advisory Agreements and Sub-Advisory Agreements (concluded)

The Board of each of HYV and BKT noted that its respective Fund's contractual management fee rate ranked in the first quartile relative to the Fund's Expense Peers.

The Board of each of HYT and BHD noted that its respective Fund's contractual management fee rate ranked in the second quartile relative to the Fund's Expense Peers.

The Board of HIS noted that HIS's contractual management fee rate ranked in the second quartile relative to HIS's Expense Peers. The Board of HIS also noted that HIS has an advisory fee arrangement that includes breakpoints that adjust the fee rate downward as the size of HIS increases above certain contractually specified levels.

The Board of BHY noted that BHY's contractual management fee rate ranked in the third quartile relative to BHY's Expense Peers.

The Board of BNA noted that BNA's contractual management fee rate ranked in the third quartile relative to BNA's Expense Peers. The Board of BNA also noted that BNA's actual management fee rate ranked in the first quartile relative to BNA's Expense Peers.

D. Economies of Scale: Each Board, including the Independent Board Members, considered the extent to which economies of scale might be realized as the assets of its Fund increase. Each Board also considered the extent to which its Fund benefits from such economies and whether there should be changes in the advisory fee rate or breakpoint structure in order to enable the Fund to participate in these economies of scale, for example through the use of breakpoints, and in the case of HIS, revised breakpoints, in the advisory fee based upon the asset level of the Fund.

Based on the Boards' review and consideration of the issue, the Boards concluded that most closed-end funds do not have fund level breakpoints because closed-end funds generally do not experience substantial growth after the initial public offering. They are typically priced at scale at a fund's inception. The Boards noted that only one closed-end fund in the Fund Complex, HIS, has breakpoints in its advisory fee structure.

E. Other Factors Deemed Relevant by the Board Members: The Boards, including the Independent Board Members, also took into account other ancillary or "fall-out" benefits that BlackRock or its affiliates may derive from their respective relationships with the Funds, both tangible and intangible, such as BlackRock's ability to leverage its investment professionals who manage other portfolios and risk management personnel, an increase in BlackRock's profile in the investment advisory community, and the engagement of BlackRock's affiliates as service providers to the Funds, including securities lending and cash management services. The Boards also considered BlackRock's overall operations and its efforts to expand the scale of, and improve the quality of, its operations. The Boards also noted that BlackRock may use and benefit from third party research obtained by soft dollars generated by certain registered fund transactions to assist in managing all or a number of its other client accounts. The Boards further noted that they had considered the investment by BlackRock's funds in exchange traded funds (i.e., ETFs) without any offset against the management fees payable by the funds to BlackRock.

In connection with its consideration of the Agreements, the Boards also received information regarding BlackRock's brokerage and soft dollar practices. The Boards received reports from BlackRock which included information on brokerage commissions and trade execution practices throughout the year.

The Boards noted the competitive nature of the closed-end fund marketplace, and that shareholders are able to sell their Fund shares in the secondary market if they believe that the Fund's fees and expenses are too high or if they are dissatisfied with the performance of the Fund.

The Boards also considered the various notable initiatives and projects BlackRock performed in connection with its closed-end fund product line. These initiatives included completion of the refinancing of auction rate preferred securities; efforts to eliminate product overlap with fund mergers; ongoing services to manage leverage that has become increasingly complex; share repurchases and other support initiatives for certain BlackRock funds; and continued communications efforts with shareholders, fund analysts and financial advisers. With respect to the latter, the Independent Board Members noted BlackRock's continued commitment to supporting the secondary market for the common shares of its closed-end funds through a comprehensive secondary market communication program designed to raise investor and analyst awareness and understanding of closed-end funds. BlackRock's support services included, among other things: continuing communications concerning the refinancing efforts related to auction rate preferred securities; sponsoring and participating in conferences; communicating with closed-end fund analysts covering the BlackRock funds throughout the year; providing marketing and product updates for the closed-end funds; and maintaining and enhancing its closed-end fund website.

Conclusion

Each Board, including the Independent Board Members, unanimously approved the continuation of the Advisory Agreement between the Manager and its Fund for a one-year term ending June 30, 2014, and the Sub-Advisory Agreement among the Manager, the Sub-Advisor, and its Fund for a one-year term ending June 30, 2014. Based upon its evaluation of all of the aforementioned factors in their totality, the Boards, including the Independent Board Members, were satisfied that the terms of the Agreements were fair and reasonable and in the best interest of the Funds and their shareholders. In arriving at their decision to approve the Agreements, the Boards did not identify any single factor or group of factors as all-important or controlling, but considered all factors together, and different Board Members may have attributed different weights to the various factors considered. The Independent Board Members were also assisted by the advice of independent legal counsel in making these determinations. The contractual fee arrangements for the Funds reflect the results of several years of review by the Board Members and predecessor Board Members, and discussions between such Board Members (and predecessor Board Members) and BlackRock. As a result, the Board Members' conclusions may be based in part on their consideration of these arrangements in prior years.

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Automatic Dividend Reinvestment Plans

Pursuant to each Trust's Dividend Reinvestment Plan (the "Reinvestment Plan"), Common Shareholders are automatically enrolled to have all distributions of dividends and capital gains reinvested by Computershare Trust Company, N.A. (the "Reinvestment Plan Agent") in the respective Trust's shares pursuant to the Reinvestment Plan. Shareholders who do not participate in the Reinvestment Plan will receive all distributions in cash paid by check and mailed directly to the shareholders of record (or if the shares are held in street or other nominee name, then to the nominee) by the Reinvestment Plan Agent, which serves as agent for the shareholders in administering the Reinvestment Plan.

After the Trusts declare a dividend or determine to make a capital gain distribution, the Reinvestment Plan Agent will acquire shares for the participants' accounts, depending upon the following circumstances, either (i) through receipt of unissued but authorized shares from the Trusts ("newly issued shares") or (ii) by purchase of outstanding shares on the open market or on the Trust's primary exchange ("open-market purchases"). If, on the dividend payment date, the net asset value per share ("NAV") is equal to or less than the market price per share plus estimated brokerage commissions (such condition often referred to as a "market premium"), the Reinvestment Plan Agent will invest the dividend amount in newly issued shares acquired on behalf of the participants. The number of newly issued shares to be credited to each participant's account will be determined by dividing the dollar amount of the dividend by the NAV on the date the shares are issued. However, if the NAV is less than 95% of the market price on the dividend payment date, the dollar amount of the dividend will be divided by 95% of the market price on the dividend payment date. If, on the dividend payment date, the NAV is greater than the market price per share plus estimated brokerage commissions (such condition often referred to as a "market discount"), the Reinvestment Plan Agent will invest the dividend amount in shares acquired on behalf of the participants in open-market purchases. If the Reinvestment Plan Agent is unable to invest the full dividend amount in open-market purchases, or if the market discount shifts to a market premium during the purchase period, the Reinvestment Plan Agent will invest any un-invested portion in newly issued shares. Investments in newly issued shares made in this manner would be made pursuant to the same process described above and the date of issue for such newly issued shares will substitute for the dividend payment date.

Participation in the Reinvestment Plan is completely voluntary and may be terminated or resumed at any time without penalty by notice if received and processed by the Reinvestment Plan Agent prior to the dividend record date. Additionally, the Reinvestment Plan Agent seeks to process notices received after the record date but prior to the payable date and such notices often will become effective by the payable date. Where late notices are not processed by the applicable payable date, such termination or resumption will be effective with respect to any subsequently declared dividend or other distribution.

The Reinvestment Plan Agent's fees for the handling of the reinvestment of dividends and distributions will be paid by each Trust. However, each participant will pay a pro rata share of brokerage commissions incurred with respect to the Reinvestment Plan Agent's open market purchases in connection with the reinvestment of dividends and distributions. The automatic reinvestment of dividends and distributions will not relieve participants of any federal income tax that may be payable on such dividends or distributions.

Each Trust reserves the right to amend or terminate the Reinvestment Plan. There is no direct service charge to participants in the Reinvestment Plan. However, each Trust reserves the right to amend the Reinvestment Plan to include a service charge payable by the participants. Participants that request a sale of shares are subject to a \$2.50 sales fee and a \$0.15 per share fee. Per share fees include any applicable brokerage commissions the Reinvestment Plan Agent is required to pay. All correspondence concerning the Reinvestment Plan should be directed to Computershare Trust Company, N.A. through the internet at <http://www.computershare.com/blackrock>, or in writing to Computershare, P.O. Box 43078, Providence, RI 02940-3078, Telephone: (800) 699-1236. Overnight correspondence should be directed to the Reinvestment Plan Agent at 250 Royall Street, Canton, MA 02021.

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Officers and Trustees

Name, Address and Year of Birth Independent Trustees ¹	Position(s) Held with Trusts	Length of Time Served as a Trustee ²	Principal Occupation(s) During Past Five Years	Number of BlackRock-Advised Registered Investment Companies (RICs) Consisting of Investment Portfolios (Portfolios) Overseen	Public Directorships
Richard E. Cavanagh 55 East 52nd Street New York, NY 10055 1946	Chairman of the Board and Trustee	Since 1994	Trustee, Aircraft Finance Trust from 1999 to 2009; Director, The Guardian Life Insurance Company of America since 1998; Director, Arch Chemical (chemical and allied products) from 1999 to 2011; Trustee, Educational Testing Service from 1997 to 2009 and Chairman thereof from 2005 to 2009; Senior Advisor, The Fremont Group since 2008 and Director thereof since 1996; Faculty Member/Adjunct Lecturer, Harvard University since 2007; President and Chief Executive Officer, The Conference Board, Inc.	94 RICs consisting of 90 Portfolios	None

Karen P. Robards 55 East 52nd Street New York, NY 10055 1950	Vice Chairperson of the Board, Chairperson of the Audit Committee and Trustee	Since 2007	(global business research organization) from 1995 to 2007. Partner of Robards & Company, LLC (financial advisory firm) since 1987; Co-founder and Director of the Cooke Center for Learning and Development (a not-for-profit organization) since 1987; Director of Care Investment Trust, Inc. (health care real estate investment trust) from 2007 to 2010; Investment Banker at Morgan Stanley from 1976 to 1987.	94 RICs consisting of 90 Portfolios	AtriCure, Inc. (medical devices); Greenhill & Co., Inc.
Michael J. Castellano 55 East 52nd Street New York, NY 10055 1946	Trustee and Member of the Audit Committee	Since 2011	Chief Financial Officer of Lazard Group LLC from 2001 to 2011; Chief Financial Officer of Lazard Ltd from 2004 to 2011; Director, Support Our Aging Religious (non-profit) since 2009; Director, National Advisory Board of Church Management at Villanova University since 2010; Trustee, Domestic Church Media Foundation since 2012.	94 RICs consisting of 90 Portfolios	None

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<p>Frank J. Fabozzi 55 East 52nd Street New York, NY 10055 1948</p>	<p>Trustee and Member of the Audit Committee</p>	<p>Since 1988</p>	<p>Editor of and Consultant for The Journal of Portfolio Management since 2006; Professor of Finance, EDHEC Business School since 2011; Professor in the Practice of Finance and Becton Fellow, Yale University School of Management from 2006 to 2011; Adjunct Professor of Finance and Becton Fellow, Yale University from 1994 to 2006.</p>	<p>94 RICs consisting of 90 Portfolios</p>	<p>None</p>
<p>Kathleen F. Feldstein 55 East 52nd Street New York, NY 10055 1941</p>	<p>Trustee</p>	<p>Since 2005</p>	<p>President of Economics Studies, Inc. (private economic consulting firm) since 1987; Chair, Board of Trustees, McLean Hospital from 2000 to 2008 and Trustee Emeritus thereof since 2008; Member of the Board of Partners Community Healthcare, Inc. from 2005 to 2009; Member of the Corporation of Partners HealthCare since 1995; Trustee, Museum of Fine Arts, Boston since 1992;</p>	<p>94 RICs consisting of 90 Portfolios</p>	<p>The McClatchy Company (publishing)</p>

			Member of the Visiting Committee to the Harvard University Art Museum since 2003; Director, Catholic Charities of Boston since 2009.		
James T. Flynn 55 East 52nd Street New York, NY 10055 1939	Trustee and Member of the Audit Committee	Since 2007	Chief Financial Officer of JPMorgan & Co., Inc. from 1990 to 1995.	94 RICs consisting of 90 Portfolios	None
Jerrold B. Harris 55 East 52nd Street New York, NY 10055 1942	Trustee	Since 2007	Trustee, Ursinus College since 2000; Director, Troemner LLC (scientific equipment) since 2000; Director of Delta Waterfowl Foundation from 2010 to 2012; President and Chief Executive Officer, VWR Scientific Products Corporation from 1990 to 1999.	94 RICs consisting of 90 Portfolios	BlackRock Kelso Capital Corp. (business development company)
R. Glenn Hubbard 55 East 52nd Street New York, NY 10055 1958	Trustee	Since 2004	Dean, Columbia Business School since 2004; Faculty member, Columbia Business School since 1988.	94 RICs consisting of 90 Portfolios	ADP (data and information services); KKR Financial Corporation (finance); Metropolitan Life Insurance Company (insurance)

Officers and Trustees (continued)

Name, Address and Year of Birth	Position(s) Held with Trusts (concluded)	Length of Time Served as a Trustee ²	Principal Occupation(s) During Past Five Years	Number of BlackRock-Advised Registered Investment Companies (RICs) Consisting of Investment Portfolios (Portfolios) Overseen	Public Directorships
W. Carl Kester 55 East 52nd Street New York, NY 10055 1951	Trustee and Member of the Audit Committee	Since 2007	George Fisher Baker Jr. Professor of Business Administration, Harvard Business School since 2008; Deputy Dean for Academic Affairs from 2006 to 2010; Chairman of the Finance Unit from 2005 to 2006; Senior Associate Dean and Chairman of the MBA Program from 1999 to 2005; Member of the faculty of Harvard Business School since 1981.	94 RICs consisting of 90 Portfolios	None

¹ Trustees serve until their resignation, removal or death, or until December 31 of the year in which they turn 74. In 2013, the Board of Trustees unanimously approved further extending the mandatory retirement age for James T. Flynn by one additional year, which the Board believed would be in the best interest of shareholders. Mr. Flynn can serve until December 31, 2014, when he turns 75.

² Date shown is the earliest date a person has served for the Trusts covered by this annual report. Following the combination of Merrill Lynch Investment Managers, L.P. (MLIM) and BlackRock, Inc. (BlackRock) in September 2006, the various legacy MLIM and legacy BlackRock fund boards were realigned and consolidated into three new fund boards in 2007. As a result, although the chart

shows certain Trustees as joining the Trusts board in 2007, those Trustees first became members of the boards of other legacy MLIM or legacy BlackRock funds as follows: Richard E. Cavanagh, 1994; Frank J. Fabozzi, 1988; Kathleen F. Feldstein, 2005; James T. Flynn, 1996; Jerrold B. Harris, 1999; R. Glenn Hubbard, 2004; W. Carl Kester, 1995; and Karen P. Robards, 1998.

Interested Trustees³

Paul L. Audet	Trustee	Since 2011	Senior Managing Director of BlackRock and Head of U.S. Mutual Funds since 2011; Chair of the U.S. Mutual Funds Committee reporting to the Global Executive Committee since 2011; Head of BlackRock's Real Estate business from 2008 to 2011; Member of BlackRock's Global Operating and Corporate Risk Management Committees and of the BlackRock Alternative Investors Executive Committee and Investment Committee for the Private Equity Fund of Funds business since 2008; Head of BlackRock's Global Cash Management business from 2005 to 2010; Acting Chief Financial Officer of BlackRock from 2007 to 2008; Chief	155 RICs consisting of 282 Portfolios	None
55 East 52nd Street New York, NY 10055 1953					

<p>Henry Gabbay 55 East 52nd Street New York, NY 10055 1947</p>	<p>Trustee</p>	<p>Since 2007</p>	<p>Financial Officer of BlackRock from 1998 to 2005. Consultant, BlackRock from 2007 to 2008; Managing Director, BlackRock from 1989 to 2007; Chief Administrative Officer, BlackRock Advisors, LLC from 1998 to 2007; President of BlackRock Funds and BlackRock Bond Allocation Target Shares from 2005 to 2007; Treasurer of certain closed-end funds in the BlackRock fund complex from 1989 to 2006.</p>	<p>155 RICs consisting of 282 Portfolios</p>	<p>None</p>
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³ Mr. Audet is an interested person, as defined in the 1940 Act, of the Trusts based on his position with BlackRock and its affiliates as well as his ownership of BlackRock securities. Mr. Gabbay is an interested person of the Trusts based on his former positions with BlackRock and its affiliates as well as his ownership of BlackRock and The PNC Financial Services Group, Inc. securities. Mr. Audet and Mr. Gabbay are also Directors of two complexes of BlackRock registered open-end funds, the BlackRock Equity-Liquidity Complex and the BlackRock Equity-Bond Complex. Trustees of the BlackRock Closed-End Complex serve until their resignation, removal or death, or until December 31 of the year in which they turn 74. The maximum age limitation may be waived as to any Trustee by action of a majority of the Trustees upon finding a good cause thereof.

Officers and Trustees (concluded)

Name, Address and Year of Birth of Officers¹	Position(s) Held with Length of Trusts Time Served	Principal Occupation(s) During Past Five Years
John M. Perlowski 55 East 52nd Street New York, NY 10055 1964	President Since and 2011 Chief Executive Officer	Managing Director of BlackRock since 2009; Global Head of BlackRock Fund Services since 2009; Managing Director and Chief Operating Officer of the Global Product Group at Goldman Sachs Asset Management, L.P. from 2003 to 2009; Treasurer of Goldman Sachs Mutual Funds from 2003 to 2009 and Senior Vice President thereof from 2007 to 2009; Director of Goldman Sachs Offshore Funds from 2002 to 2009; Director of Family Resource Network (charitable foundation) since 2009.
Anne Ackerley 55 East 52nd Street New York, NY 10055 1962	Vice President Since 2007 ²	Managing Director of BlackRock since 2000; Chief Marketing Officer of BlackRock since 2012; President and Chief Executive Officer of the BlackRock-advised funds from 2009 to 2011; Vice President of the BlackRock-advised funds from 2007 to 2009; Chief Operating Officer of BlackRock's Global Client Group from 2009 to 2012; Chief Operating Officer of BlackRock's U.S. Retail Group from 2006 to 2009; Head of BlackRock's Mutual Fund Group from 2000 to 2006.
Brendan Kyne 55 East 52nd Street New York, NY 10055 1977	Vice President Since 2009	Managing Director of BlackRock since 2010; Director of BlackRock from 2008 to 2009; Head of Product Development and Management for BlackRock's U.S. Retail Group since 2009 and Co-head thereof from 2007 to 2009; Vice President of BlackRock from 2005 to 2008.
Robert W. Crothers 55 East 52nd Street New York, NY 10055 1981	Vice President Since 2012	Director of BlackRock since 2011; Vice President of BlackRock from 2008 to 2010; Associate of BlackRock from 2006 to 2007.
Neal Andrews 55 East 52nd Street New York, NY 10055 1966	Chief Financial Officer Since 2007	Managing Director of BlackRock since 2006; Senior Vice President and Line of Business Head of Fund Accounting and Administration at PNC Global Investment Servicing (U.S.) Inc. from 1992 to 2006.
Jay Fife 55 East 52nd Street New York, NY 10055 1970	Treasurer Since 2007	Managing Director of BlackRock since 2007; Director of BlackRock in 2006; Assistant Treasurer of the MLIM and Fund Asset Management, L.P. advised funds from 2005 to 2006; Director of MLIM Fund Services Group from 2001 to 2006.
Brian Kindelan 55 East 52nd Street New York, NY 10055 1959	Chief Compliance Officer and Since 2007	Chief Compliance Officer of the BlackRock-advised funds since 2007; Managing Director and Senior Counsel of BlackRock since 2005.

Janey Ahn
55 East 52nd Street
New York, NY 10055
1975

Anti-Money
Laundering
Officer
Secretary
since
2012

Director of BlackRock since 2009; Vice President of BlackRock from 2008 to 2009; Assistant Secretary of the Funds from 2008 to 2012; Associate at Willkie Farr & Gallagher LLP from 2006 to 2008.

¹ Officers of the Trusts serve at the pleasure of the Boards.

² Ms. Ackerley was President and Chief Executive Officer from 2009 to 2011. Effective September 13, 2013, Ms. Ackerley resigned as Vice President of the Trusts.

Investment Advisor
BlackRock Advisors,
LLC
Wilmington, DE
19809

**Custodian and
Accounting Agent**
State Street Bank and
Trust Company
Boston, MA 02110

**Independent
Registered
Public
Accounting Firm**
Deloitte & Touche
LLP
Boston, MA 02116

**Address of the
Trusts**
100 Bellevue
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19809

Sub-Advisor
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Management, Inc.
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Transfer Agent
Computershare Trust
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Canton, MA 02021

Legal Counsel
Skadden, Arps,
Slate,
Meagher & Flom
LLP
New York, NY
10036

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Additional Information
Proxy Results

The Annual Meeting of Shareholders was held on July 30, 2013 for shareholders of record on June 3, 2013 to elect trustee nominees for each Trust. There were no broker non-votes with regard to any of the Trusts.

Approved the Class III Trustees as follows:

	Richard E. Cavanagh			Kathleen F. Feldstein			Henry Gabbay		
	Votes For	Votes Withheld	Abstain	Votes For	Votes Withheld	Abstain	Votes For	Votes Withheld	Abstain
BHK	17,964,762	413,764	0	17,897,472	481,054	0	17,963,646		
HIS	35,096,386	1,787,875	0	34,873,496	2,010,765	0	35,077,228		
BHY	5,246,762	172,454	0	5,211,806	207,410	0	5,248,330		
BNA	23,626,712	485,727	0	23,603,031	509,407	0	23,592,889		
BKT	46,740,082	664,444	0	46,648,735	755,791	0	46,691,729		
BHD	5,191,228	109,901	0	5,155,121	146,008	0	5,182,639		

	Jerrold B. Harris		
	Votes For	Votes Withheld	Abstain
BHK	17,916,521	462,005	0
HIS	34,884,046	2,000,215	0
BHY	5,235,421	183,795	0
BNA	23,627,758	484,680	0
BKT	46,677,031	727,495	0
BHD	5,167,658	133,471	0

For the Trusts listed above, Trustees whose term of office continued after the Annual Meeting of Shareholders because they were not up for election are Paul L. Audet, Michael J. Castellano, Frank J. Fabozzi, James T. Flynn, R. Glenn Hubbard, W. Carl Kester and Karen P. Robards.

Approved the Trustees as follows:

	Paul L. Audet			Michael J. Castellano			Richard E. Cavanagh		
	Votes For	Votes Withheld	Abstain	Votes For	Votes Withheld	Abstain	Votes For	Votes Withheld	Abstain
HYV	23,174,718	270,043	0	23,177,430	267,331	0	23,174,655		270,043
HYT	24,320,024	402,306	0	24,287,125	435,205	0	24,303,405		418,000

	Frank J. Fabozzi			Kathleen F. Feldstein			James T. Flynn		
	Votes For	Votes Withheld	Abstain	Votes For	Votes Withheld	Abstain	Votes For	Votes Withheld	Abstain

HYV	23,172,820	271,941	0	23,105,437	339,324	0	23,131,217	313
HYT	24,276,968	445,362	0	24,305,648	416,682	0	24,305,523	416

Henry Gabbay**Jerrold B. Harris****R. Glenn Hubbard**

	Votes For	Votes Withheld	Abstain	Votes For	Votes Withheld	Abstain	Votes For	Votes Withheld
HYV	23,171,394	273,367	0	23,147,139	297,622	0	23,117,077	327
HYT	24,315,641	406,689	0	24,224,584	497,746	0	24,212,651	509

W. Carl Kester**Karen P. Robards**

	Votes For	Votes Withheld	Abstain	Votes For	Votes Withheld	Abstain
HYV	23,169,106	275,655	0	23,128,305	316,456	0
HYT	24,254,317	468,013	0	24,332,785	399,545	0

Trust Certification

Certain Trusts are listed for trading on the NYSE and have filed with the NYSE their annual chief executive officer certification regarding compliance with the NYSE's listing standards. The Trusts filed with the SEC the certification of their chief executive officer and chief financial officer required by section 302 of the Sarbanes-Oxley Act.

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Additional Information (continued)

Dividend Policy

Each Trust's dividend policy is to distribute all or a portion of its net investment income to its shareholders on a monthly basis. In order to provide shareholders with a more stable level of dividend distributions, the dividends paid by the Trusts for any particular month may be more or less than the amount of net investment income earned by the Trusts during such month. The portion of dividend distributions that exceeds a Trust's current and accumulated earnings and profits, which are measured on a tax basis, will constitute a nontaxable return on capital. Dividend distributions in excess of a Trust's taxable income and net capital gains, but not in excess of a Trust's earnings and profits, will be taxable to shareholders as ordinary income and will not constitute a nontaxable return of capital. The Trusts' current accumulated but undistributed net investment income, if any, is disclosed in the Statements of Assets and Liabilities, which comprises part of the financial information included in this report.

Regulation Regarding Derivatives

Effective December 31, 2012, the Commodity Futures Trading Commission (CFTC) adopted certain regulatory changes that subject registered investment companies and advisers to registered investment companies to regulation by the CFTC if a fund invests more than a prescribed level of its net assets in CFTC-regulated futures, options and swaps (CFTC Derivatives), or if a fund markets itself as providing investment exposure to such instruments. Due to BHK, BNA and BKT's potential use of CFTC-regulated futures, options and swaps above the prescribed levels, it will be considered a commodity pool under the CEA. Accordingly, BlackRock Advisors, LLC will be required to register as a commodity pool operator and will be subject CFTC regulation.

General Information

The Trusts do not make available copies of their Statements of Additional Information because the Trusts' shares are not continuously offered, which means that the Statement of Additional Information of each Trust has not been updated after completion of the respective Trust's offerings and the information contained in each Trust's Statement of Additional Information may have become outdated.

During the period, there were no material changes in the Trusts' investment objectives or policies or to the Trusts' charter or by-laws that would delay or prevent a change of control of the Trusts that were not approved by shareholders or in the principal risk factors associated with investment in the Trusts. There have been no changes in the persons who are primarily responsible for the day-to-day management of the Trusts' portfolios.

Quarterly performance, semi-annual and annual reports, current net asset value and other information regarding the Trusts may be found on BlackRock's website, which can be accessed at <http://www.blackrock.com>. This reference to BlackRock's web-site is intended to allow investors public access to information regarding the Trusts and does not, and is not intended to, incorporate BlackRock's website in this report.

Electronic Delivery

Electronic copies of most financial reports are available on the Trusts' web-site or shareholders can sign up for e-mail notifications of quarterly statements, annual and semi-annual reports by enrolling in the Trusts' electronic delivery program.

Shareholders Who Hold Accounts with Investment Advisors, Banks or Brokerages:

Please contact your financial advisor to enroll. Please note that not all investment advisors, banks or brokerages may offer this service.

Householding

The Trusts will mail only one copy of shareholder documents, including annual and semi-annual reports and proxy statements, to shareholders with multiple accounts at the same address. This practice is commonly called "householding" and is intended to reduce expenses and eliminate duplicate mailings of shareholder documents. Mailings of your shareholder documents may be househanded indefinitely unless you instruct us otherwise. If you do not want the mailing of these documents to be combined with those for other members of your household, please call the Trusts at (800) 882-0052.

Availability of Quarterly Schedule of Investments

The Trusts file their complete schedule of portfolio holdings with the SEC for the first and third quarters of each fiscal year on Form N-Q. The Trusts' Forms N-Q are available on the SEC's website at <http://www.sec.gov> and may also be reviewed and copied at the SEC's Public Reference Room in Washington, DC. Information on how to access documents on the SEC's website without charge may be obtained by calling (800) SEC-0330. The Trusts' Forms N-Q may also be obtained upon request and without charge by calling (800) 882-0052.

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Additional Information (concluded)

General Information (concluded)

Availability of Proxy Voting Policies and Procedures

A description of the policies and procedures that the Trusts use to determine how to vote proxies relating to portfolio securities is available (1) without charge, upon request, by calling (800) 882-0052; (2) at <http://www.blackrock.com>; and (3) on the SEC's website at <http://www.sec.gov>.

Availability of Proxy Voting Record

Information about how the Trusts voted proxies relating to securities held in the Trusts' portfolios during the most recent 12-month period ended June 30 is available upon request and without charge (1) at <http://www.blackrock.com> or by calling (800) 882-0052 and (2) on the SEC's website at <http://www.sec.gov>.

Availability of Trust Updates

BlackRock will update performance and certain other data for the Trusts on a monthly basis on its website in the Closed-end Funds section of <http://www.blackrock.com> as well as certain other material information as necessary from time to time. Investors and others are advised to periodically check the website for updated performance information and the release of other material information about the Trusts. This reference to BlackRock's website is intended to allow investors public access to information regarding the Trusts and does not, and is not intended to, incorporate BlackRock's website in this report.

Section 19(a) Notices

These amounts and sources of distributions reported are only estimates provided to you pursuant to regulatory requirements and are not being provided for tax reporting purposes. The actual amounts and sources for tax reporting purposes will depend upon each Trust's investment experience during the year and may be subject to changes based on the tax regulations. Each Trust will provide a Form 1099-DIV each calendar year that will tell you how to report these distributions for federal income tax purposes.

August 31, 2013

Total Cumulative Distributions for the Fiscal Year-to-Date				% Breakdown of the Total Cumulative Distributions for the Fiscal Year-to-Date			
Net Investment Income	Net Realized Capital Gains	Return of Capital	Total Per Common Share	Net Investment Income	Net Realized Capital Gains	Return of Capital	Total Per Common Share
BKT	\$0.450769	\$0.028231	\$0.479000	94%	0%	6%	100%

The Trust estimates that it has distributed more than the amount of earned income and net realized gains; therefore, a portion of the distribution may be a return of capital. A return of capital may occur, for example, when some or all of the shareholder's investment in the Trust is returned to the shareholder. A return of capital does not necessarily reflect the Trust's investment performance and should not be confused with 'yield' or 'income'. When distributions exceed total return performance, the difference will incrementally reduce the Trust's net asset value per share.

BlackRock Privacy Principles

BlackRock is committed to maintaining the privacy of its current and former fund investors and individual clients (collectively, Clients) and to safeguarding their non-public personal information. The following information is provided to help you understand what personal information BlackRock collects, how we protect that information and why in certain cases we share such information

with select parties.

If you are located in a jurisdiction where specific laws, rules or regulations require BlackRock to provide you with additional or different privacy-related rights beyond what is set forth below, then BlackRock will comply with those specific laws, rules or regulations.

BlackRock obtains or verifies personal non-public information from and about you from different sources, including the following: (i) information we receive from you or, if applicable, your financial intermediary, on applications, forms or other documents; (ii) information about your transactions with us, our affiliates, or others; (iii) information we receive from a consumer reporting agency; and (iv) from visits to our websites.

BlackRock does not sell or disclose to non-affiliated third parties any non-public personal information about its Clients, except as permitted by law or as is necessary to respond to regulatory requests or to service Client accounts. These non-affiliated third parties are required to protect the confidentiality and security of this information and to use it only for its intended purpose.

We may share information with our affiliates to service your account or to provide you with information about other BlackRock products or services that may be of interest to you. In addition, BlackRock restricts access to non-public personal information about its Clients to those BlackRock employees with a legitimate business need for the information. BlackRock maintains physical, electronic and procedural safeguards that are designed to protect the non-public personal information of its Clients, including procedures relating to the proper storage and disposal of such information.

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This report is transmitted to shareholders only. It is not a prospectus. Past performance results shown in this report should not be considered a representation of future performance. The Trusts have leveraged their Common Shares, which creates risks for Common Shareholders, including the likelihood of greater volatility of net asset value and market price of the Common Shares, and the risk that fluctuations in short-term interest rates may reduce the Common Shares yield. Statements and other information herein are as dated and are subject to change.

CEF-1-8-8/13-AR

Item 2 – Code of Ethics – The registrant (or the “Fund”) has adopted a code of ethics, as of the end of the period covered by this report, applicable to the registrant’s principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions. During the period covered by this report, there have been no amendments to or waivers granted under the code of ethics. A copy of the code of ethics is available without charge at www.blackrock.com.

Item 3 – Audit Committee Financial Expert – The registrant’s board of directors (the “board of directors”), has determined that (i) the registrant has the following audit committee financial experts serving on its audit committee and (ii) each audit committee financial expert is independent:

Michael Castellano

Frank J. Fabozzi

James T. Flynn

W. Carl Kester

Karen P. Robards

The registrant’s board of directors has determined that W. Carl Kester and Karen P. Robards qualify as financial experts pursuant to Item 3(c)(4) of Form N-CSR.

Prof. Kester has a thorough understanding of generally accepted accounting principles, financial statements and internal control over financial reporting as well as audit committee functions. Prof. Kester has been involved in providing valuation and other financial consulting services to corporate clients since 1978. Prof. Kester’s financial consulting services present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the registrant’s financial statements.

Ms. Robards has a thorough understanding of generally accepted accounting principles, financial statements and internal control over financial reporting as well as audit committee functions. Ms. Robards has been President of Robards & Company, a financial advisory firm, since 1987. Ms. Robards was formerly an investment banker for more than 10 years where she was responsible for evaluating and assessing the performance of companies based on their financial results. Ms. Robards has over 30 years of experience analyzing financial statements. She also is a member of the audit committee of one publicly held company and a non-profit organization.

Under applicable securities laws, a person determined to be an audit committee financial expert will not be deemed an “expert” for any purpose, including without limitation for the purposes of Section 11 of the Securities Act of 1933, as a result of being designated or identified as an audit committee financial expert. The designation or identification as an audit committee financial expert does not impose on such person any duties, obligations, or liabilities greater than the duties, obligations, and liabilities imposed on such person as a member of the audit committee and board of directors in the absence of such designation or identification. The designation or identification of a person as an audit committee financial expert does not affect the duties, obligations, or liability of any other member of the audit committee or board of directors.

Item 4 – Principal Accountant Fees and Services

The following table presents fees billed by Deloitte & Touche LLP (“D&T”) in each of the last two fiscal years for the services rendered to the Fund:

Entity Name	(a) Audit Fees		(b) Audit-Related Fees¹		(c) Tax Fees²		(d) All Other Fees³	
	<u>Current Fiscal Year End</u>	<u>Previous Fiscal Year End</u>	<u>Current Fiscal Year End</u>	<u>Previous Fiscal Year End</u>	<u>Current Fiscal Year End</u>	<u>Previous Fiscal Year End</u>	<u>Current Fiscal Year End</u>	<u>Previous Fiscal Year End</u>
BlackRock Core Bond Trust	\$66,063	\$65,800	\$0	\$0	\$14,600	\$14,600	\$0	\$0

The following table presents fees billed by D&T that were required to be approved by the registrant’s audit committee (the “Committee”) for services that relate directly to the operations or financial reporting of the Fund and that are rendered on behalf of BlackRock Advisors, LLC (“Investment Adviser” or “BlackRock”) and entities controlling, controlled by, or under common control with BlackRock (not including any sub-adviser whose role is primarily portfolio management and is subcontracted with or overseen by another investment adviser) that provide ongoing services to the Fund (“Fund Service Providers”):

	Current Fiscal Year End	Previous Fiscal Year End
(b) Audit-Related Fees¹	\$0	\$0
(c) Tax Fees²	\$0	\$0
(d) All Other Fees³	\$2,865,000	\$2,970,000

¹ The nature of the services includes assurance and related services reasonably related to the performance of the audit of financial statements not included in Audit Fees.

² The nature of the services includes tax compliance, tax advice and tax planning.

³ Aggregate fees borne by BlackRock in connection with the review of compliance procedures and attestation thereto performed by D&T with respect to all of the registered closed-end funds and some of the registered open-end funds advised by BlackRock.

(e)(1) Audit Committee Pre-Approval Policies and Procedures:

The Committee has adopted policies and procedures with regard to the pre-approval of services. Audit, audit-related and tax compliance services provided to the registrant on an annual basis require specific pre-approval by the Committee. The Committee also must approve other non-audit services provided to the registrant and those non-audit services provided to the Investment Adviser and Fund Service Providers that relate directly to the operations and the financial reporting of the registrant. Certain of these non-audit services that the Committee believes are (a) consistent with the SEC’s auditor independence rules and (b) routine and recurring services that will not impair the independence of the independent accountants may be approved by the Committee without consideration on a specific case-by-case basis (“general pre-approval”). The term of any general pre-approval is 12 months from the date of the pre-approval, unless the Committee provides for a different period. Tax or other non-audit services provided to the registrant which have a direct impact on the operations or financial reporting of the registrant will only be deemed pre-approved provided that any individual project does not exceed \$10,000 attributable to the registrant or \$50,000 per project. For

this purpose, multiple projects will be aggregated to determine if they exceed the previously mentioned cost levels.

Any proposed services exceeding the pre-approved cost levels will require specific pre-approval by the Committee, as will any other services not subject to general pre-approval (e.g., unanticipated but permissible services). The Committee is informed of each service approved

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subject to general pre-approval at the next regularly scheduled in-person board meeting. At this meeting, an analysis of such services is presented to the Committee for ratification. The Committee may delegate to the Committee Chairman the authority to approve the provision of and fees for any specific engagement of permitted non-audit services, including services exceeding pre-approved cost levels.

(e)(2) None of the services described in each of Items 4(b) through (d) were approved by the Committee pursuant to the de minimis exception in paragraph (c)(7)(i)(C) of Rule 2-01 of Regulation S-X.

(f) Not Applicable

(g) The aggregate non-audit fees paid to the accountant for services rendered by the accountant to the registrant, the Investment Adviser and the Fund Service Providers were:

<u>Entity Name</u>	<u>Current Fiscal Year End</u>	<u>Previous Fiscal Year End</u>
BlackRock Core Bond Trust	\$14,600	\$14,600

Additionally, SSAE 16 Review (Formerly, SAS No. 70) fees for the current and previous fiscal years of \$2,865,000 and \$2,970,000, respectively, were billed by D&T to the Investment Adviser.

(h) The Committee has considered and determined that the provision of non-audit services that were rendered to the Investment Adviser, and the Fund Service Providers that were not pre-approved pursuant to paragraph (c)(7)(ii) of Rule 2-01 of Regulation S-X is compatible with maintaining the principal accountant's independence.

Item 5 – Audit Committee of Listed Registrants

The following individuals are members of the registrant's separately-designated standing audit committee (a) established in accordance with Section 3(a)(58)(A) of the Securities Exchange Act of 1934 (15 U.S.C. 78c(a)(58)(A)):

Michael Castellano

Frank J. Fabozzi

James T. Flynn

W. Carl Kester

Karen P. Robards

(b) Not Applicable

Item 6 – Investments

(a) The registrant's Schedule of Investments is included as part of the Report to Stockholders filed under Item 1 of this Form.

(b) Not Applicable due to no such divestments during the semi-annual period covered since the previous Form N-CSR filing.

Item 7 – Disclosure of Proxy Voting Policies and Procedures for Closed-End Management Investment Companies – The board of directors has delegated the voting of proxies for the Fund’s portfolio securities to the Investment Adviser pursuant to the Investment Adviser’s proxy voting guidelines. Under these guidelines, the Investment Adviser will vote proxies related to Fund securities in the best interests of the Fund and its stockholders. From time to time, a vote may present a conflict between the interests of the Fund’s stockholders, on the one hand, and those of the Investment Adviser, or any affiliated person of the Fund or the Investment Adviser, on the other. In such event, provided that the Investment Adviser’s Equity Investment Policy Oversight Committee, or a sub-committee thereof (the “Oversight Committee”) is aware of the real or potential conflict or material non-routine matter and if the Oversight Committee does not reasonably believe it is able to follow its general voting guidelines (or if the particular proxy matter is not addressed in the guidelines) and vote impartially, the Oversight Committee may retain an independent fiduciary to advise the Oversight Committee on how to vote or to cast votes on behalf of the Investment Adviser’s clients. If the Investment Adviser determines not to retain an independent fiduciary, or does not desire to follow the advice of such independent fiduciary, the Oversight Committee shall determine how to vote the proxy after consulting with the Investment Adviser’s Portfolio Management Group and/or the Investment Adviser’s Legal and Compliance Department and concluding that the vote cast is in its client’s best interest notwithstanding the conflict. A copy of the Fund’s Proxy Voting Policy and Procedures are attached as Exhibit 99.PROXYPOL. Information on how the Fund voted proxies relating to portfolio securities during the most recent 12-month period ended June 30 is available without charge, (i) at www.blackrock.com and (ii) on the SEC’s website at <http://www.sec.gov>.

Item 8 – Portfolio Managers of Closed-End Management Investment Companies – as of August 31, 2013.

(a)(1) The registrant is managed by a team of investment professionals comprised of Tom Musmanno, Managing Director at BlackRock, and James E. Keenan, Managing Director at BlackRock. Messrs. Musmanno and Keenan are the Fund’s co-portfolio managers and are responsible for the day-to-day management of the Fund’s portfolio and the selection of its investments. Mr. Musmanno has been a member of the Fund’s portfolio management team since 2012. Mr. Keenan has been a member of the Fund’s portfolio management team since 2007.

Portfolio Manager	Biography
Tom Musmanno	Managing Director of BlackRock since 2010; Director of BlackRock from 2006 to 2009.
James E. Keenan	Managing Director of BlackRock since 2008 and Head of the Leveraged Finance Portfolio team; Director of BlackRock from 2006 to 2007; Vice President of BlackRock from 2004 to 2005.

(a)(2)As of August 31, 2012:

(i) Name of Portfolio Manager Registered	(ii) Number of Other Accounts Managed and Assets by Account Type		(iii) Number of Other Accounts and Assets for Which Advisory Fee is Performance-Based	
	Other	Other Pooled	Other	Other Pooled
Registered Investment	Investment	Accounts	Registered Investment	Accounts
	Investment Vehicles		Investment Vehicles	

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	Companies			Companies		
Tom Musmanno	10	10	184	0	\$0	1
	\$6.1 Billion	\$1.65 Billion	\$46.85 Billion	\$0	\$0	\$.58 Million
James E. Keenan	20	22	24	0	7	4
	\$17.19 Billion	10.85 Billion	\$6.84 Billion	\$0	\$1.21 Billion	\$578.7 Million

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(iv) Potential Material Conflicts of Interest

BlackRock has built a professional working environment, firm-wide compliance culture and compliance procedures and systems designed to protect against potential incentives that may favor one account over another. BlackRock has adopted policies and procedures that address the allocation of investment opportunities, execution of portfolio transactions, personal trading by employees and other potential conflicts of interest that are designed to ensure that all client accounts are treated equitably over time. Nevertheless, BlackRock furnishes investment management and advisory services to numerous clients in addition to the Fund, and BlackRock may, consistent with applicable law, make investment recommendations to other clients or accounts (including accounts which are hedge funds or have performance or higher fees paid to BlackRock, or in which portfolio managers have a personal interest in the receipt of such fees), which may be the same as or different from those made to the Fund. In addition, BlackRock, Inc., its affiliates and significant shareholders and any officer, director, shareholder or employee may or may not have an interest in the securities whose purchase and sale BlackRock recommends to the Fund. BlackRock, Inc., or any of its affiliates or significant shareholders, or any officer, director, shareholder, employee or any member of their families may take different actions than those recommended to the Fund by BlackRock with respect to the same securities. Moreover, BlackRock may refrain from rendering any advice or services concerning securities of companies of which any of BlackRock, Inc.'s (or its affiliates' or significant shareholders') officers, directors or employees are directors or officers, or companies as to which BlackRock, Inc. or any of its affiliates or significant shareholders or the officers, directors and employees of any of them has any substantial economic interest or possesses material non-public information. Certain portfolio managers also may manage accounts whose investment strategies may at times be opposed to the strategy utilized for a fund. It should also be noted that Messrs. Keenan and Musmanno may be managing certain hedge fund and/or long only accounts, or may be part of a team managing certain hedge fund and/or long only accounts, subject to incentive fees. Messrs. Keenan and Musmanno may therefore be entitled to receive a portion of any incentive fees earned on such accounts.

As a fiduciary, BlackRock owes a duty of loyalty to its clients and must treat each client fairly. When BlackRock purchases or sells securities for more than one account, the trades must be allocated in a manner consistent with its fiduciary duties. BlackRock attempts to allocate investments in a fair and equitable manner among client accounts, with no account receiving preferential treatment. To this end, BlackRock, Inc. has adopted policies that are intended to ensure reasonable efficiency in client transactions and provide BlackRock with sufficient flexibility to allocate investments in a manner that is consistent with the particular investment discipline and client base, as appropriate.

(a)(3) As of August 31, 2013:

Portfolio Manager Compensation Overview

BlackRock’s financial arrangements with its portfolio managers, its competitive compensation and its career path emphasis at all levels reflect the value senior management places on key resources. Compensation may include a variety of components and may vary from year to year based on a number of factors. The principal components of compensation include a base salary, a performance-based discretionary bonus, participation in various benefits programs and one or more of the incentive compensation programs established by BlackRock.

Base Compensation.

Generally, portfolio managers receive base compensation based on their position with BlackRock, Inc.

Discretionary Incentive Compensation.

Discretionary incentive compensation is a function of several components: the performance of BlackRock, Inc., the performance of the portfolio manager’s group within BlackRock, the investment performance, including risk-adjusted returns, of the firm’s assets under management or supervision by that portfolio manager relative to predetermined benchmarks, and the individual’s performance and contribution to the overall performance of these portfolios and BlackRock. In most cases, these benchmarks are the same as the benchmark or benchmarks against which the performance of the Fund or other accounts managed by the portfolio managers are measured. Among other things, BlackRock’s Chief Investment Officers make a subjective determination with respect to each portfolio manager’s compensation based on the performance of the funds and other accounts managed by each portfolio manager relative to the various benchmarks. Performance of fixed income funds is measured on a pre-tax and/or after-tax basis over various time periods including 1-, 3- and 5- year periods, as applicable. With respect to these portfolio managers, such benchmarks for the Fund and other accounts are:

Portfolio Manager	Benchmark
James E. Keenan	A combination of market-based indices (e.g., The Barclays Capital U.S. Corporate High Yield 2% Issuer Cap Index), certain customized indices and certain fund industry peer groups.
Tom Musmanno	A combination of market-based indices (e.g., Bank of America Merrill Lynch U.S. Corporate & Government Index, 1-3 Years), certain customized indices and certain fund industry peer groups.

Distribution of Discretionary Incentive Compensation

Discretionary incentive compensation is distributed to portfolio managers in a combination of cash and BlackRock, Inc. restricted stock units which vest ratably over a number of years. For some portfolio managers, discretionary incentive compensation is also distributed in deferred cash awards that notionally track the returns of select BlackRock investment products they manage and that vest ratably over a number of years. The BlackRock, Inc. restricted stock units, upon vesting, will be settled in BlackRock, Inc. common stock. Typically, the cash portion of the discretionary incentive compensation, when combined with base salary, represents more than 60% of total compensation for the portfolio managers. Paying a portion of discretionary incentive compensation in BlackRock stock puts compensation earned by a portfolio manager for a given year “at risk” based on BlackRock’s ability to sustain and improve its performance over future periods. Providing

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a portion of discretionary incentive compensation in deferred cash awards that notionally track the BlackRock investment products they manage provides direct alignment with investment product results.

Long-Term Incentive Plan Awards — From time to time long-term incentive equity awards are granted to certain key employees to aid in retention, align their interests with long-term shareholder interests and motivate performance.

Equity awards are generally granted in the form of BlackRock, Inc. restricted stock units that, once vested, settle in BlackRock, Inc. common stock. Messrs. Keenan and Musmanno have unvested long-term incentive awards.

Deferred Compensation Program — A portion of the compensation paid to eligible United States-based BlackRock employees may be voluntarily deferred at their election for defined periods of time into an account that tracks the performance of certain of the firm's investment products. Any portfolio manager who is either a managing director or director at BlackRock is eligible to participate in the deferred compensation program.

Other Compensation Benefits. In addition to base compensation and discretionary incentive compensation, portfolio managers may be eligible to receive or participate in one or more of the following:

Incentive Savings Plans — BlackRock, Inc. has created a variety of incentive savings plans in which BlackRock, Inc. employees are eligible to participate, including a 401(k) plan, the BlackRock Retirement Savings Plan (RSP), and the BlackRock Employee Stock Purchase Plan (ESPP). The employer contribution components of the RSP include a company match equal to 50% of the first 8% of eligible pay contributed to the plan capped at \$5,000 per year, and a company retirement contribution equal to 3-5% of eligible compensation up to the Internal Revenue Service limit (\$255,000 for 2013). The RSP offers a range of investment options, including registered investment companies and collective investment funds managed by the firm. BlackRock, Inc. contributions follow the investment direction set by participants for their own contributions or, absent participant investment direction, are invested into a target date fund that corresponds to, or is closest to, the year in which the participant attains age 65. The ESPP allows for investment in BlackRock, Inc. common stock at a 5% discount on the fair market value of the stock on the purchase date. Annual participation in the ESPP is limited to the purchase of 1,000 shares of common stock or a dollar value of \$25,000 based on its fair market value on the purchase date. All of the eligible portfolio managers are eligible to participate in these plans.

(a)(4) *Beneficial Ownership of Securities* – As of August 31, 2013.

Portfolio Manager Dollar Range of Equity Securities of the Fund Beneficially Owned

Tom Musmanno	None
James E. Keenan	None

(b) Not Applicable

Item 9 – Purchases of Equity Securities by Closed-End Management Investment Company and Affiliated Purchasers – Not Applicable due to no such purchases during the period covered by this report.

Item 10 – Submission of Matters to a Vote of Security Holders – There have been no material changes to these procedures.

Item 11 – Controls and Procedures

(a) – The registrant’s principal executive and principal financial officers, or persons performing similar functions, have concluded that the registrant’s disclosure controls and procedures (as defined in Rule 30a-3(c) under the Investment Company Act of 1940, as amended (the “1940 Act”)) are effective as of a date within 90 days of the filing of this report based on the evaluation of these controls and procedures required by Rule 30a-3(b) under the 1940 Act and Rule 13a-15(b) under the Securities Exchange Act of 1934, as amended.

(b) – There were no changes in the registrant’s internal control over financial reporting (as defined in Rule 30a-3(d) under the 1940 Act) that occurred during the second fiscal quarter of the period covered by this report that have materially affected, or are reasonably likely to materially affect, the registrant’s internal control over financial reporting.

Item 12 – Exhibits attached hereto

(a)(1) – Code of Ethics – See Item 2

(a)(2) – Certifications – Attached hereto

(a)(3) – Not Applicable

(b) – Certifications – Attached hereto

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

BlackRock Core Bond Trust

By: /s/ John M. Perlowski

John M. Perlowski

Chief Executive Officer (principal executive officer) of

BlackRock Core Bond Trust

Date: November 4, 2013

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

By: /s/ John M. Perlowski

John M. Perlowski

Chief Executive Officer (principal executive officer) of

BlackRock Core Bond Trust

Date: November 4, 2013

By: /s/ Neal J. Andrews

Neal J. Andrews

Chief Financial Officer (principal financial officer) of

BlackRock Core Bond Trust

Date: November 4, 2013

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