

FIFTH THIRD BANCORP  
Form FWP  
December 14, 2006

**Filed Pursuant to Rule 433  
Registration No. 333-86360**

**Fifth Third Bancorp  
\$250,000,000 Floating Rate Subordinated Notes  
Due 2016  
Summary of Terms**

<b>Issuer</b>	Fifth Third Bancorp
<b>Expected Ratings</b>	A1 / A / A+
<b>Note Type</b>	Subordinated Notes
<b>Trade Date</b>	December 13, 2006
<b>Settlement Date (T+5 days)</b>	December 20, 2006
<b>Maturity Date</b>	December 20, 2016
<b>Principal Amount</b>	\$250,000,000
<b>Price to Investors</b>	100%, plus accrued interest, if any, from December 20, 2006
<b>Underwriters Discount</b>	0.45%
<b>All-in Price</b>	99.55%, plus accrued interest, if any, from December 20, 2006
<b>Net Proceeds</b>	\$248,875,000
<b>Pricing Benchmark</b>	LIBOR, determined by Telerate 3750
<b>Designated LIBOR Currency</b>	U.S. Dollars
<b>Index Maturity</b>	Three months
<b>Coupon</b>	3M LIBOR + 42 bps
<b>Interest Payment Period</b>	Quarterly
<b>Interest Payment Dates</b>	Quarterly on each March 20, June 20, September 20 and December 20 of each year, commencing March 20, 2007 and ending on the Maturity Date
<b>Initial Interest Rate</b>	To be determined two London Business Days prior to settlement date
<b>Interest Reset Periods and Dates</b>	Quarterly, on each Interest Payment Date
<b>Interest Determination Dates</b>	Two London Business Days prior to each Interest Payment Date

<b>Day Count Convention</b>	Actual / 360
<b>Payment Business Days</b>	New York, London
<b>Payment Convention</b>	Modified Following
<b>Denominations</b>	Minimum denominations of \$5,000 with increments of \$1,000 thereafter
<b>Bookrunners</b>	Banc of America Securities LLC, Citigroup Global Markets Inc., Goldman, Sachs & Co.
<b>Co-Managers</b>	Credit Suisse, Fifth Third Securities, Inc., UBS Securities LLC, BNY Capital Markets, Inc., Lehman Brothers, Morgan Stanley, Wachovia Securities
<b>Billing and Delivery Agent</b>	Goldman, Sachs & Co.
<b>Listing</b>	None
<b>CUSIP Number</b>	316773 CG 3

Fifth Third Bancorp has filed a registration statement (including a prospectus and preliminary prospectus supplement) with the SEC for the offering to which this communication relates. Before you invest, you should read each of these documents and the other documents filed with the SEC and incorporated by reference in such documents for more complete information about Fifth Third Bancorp and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, Banc of America Securities LLC, Citigroup Global Markets Inc., and Goldman, Sachs & Co. will arrange to send you these documents if you call them by calling Banc of America Securities LLC toll-free at 1-800-294-1322, Citigroup Global Markets Inc. toll-free at 1-877-858-5407 or Goldman, Sachs & Co. toll-free at 1-866-471-2526.

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**Fifth Third Bancorp**  
**\$500,000,000 5.45% Subordinated Notes**  
**Due 2017**  
**Summary of Terms**

<b>Issuer</b>	Fifth Third Bancorp
<b>Expected Ratings</b>	A1 / A / A+
<b>Note Type</b>	Subordinated Notes
<b>Trade Date</b>	December 13, 2006
<b>Settlement Date (T+5 days)</b>	December 20, 2006
<b>Maturity Date</b>	January 15, 2017 (Sunday)
<b>Principal Amount</b>	\$500,000,000
<b>Price to Investors</b>	99.65%, plus accrued interest, if any, from December 20, 2006
<b>Underwriters Discount</b>	0.45%
<b>All-in Price</b>	99.20%, plus accrued interest, if any, from December 20, 2006
<b>Net Proceeds</b>	\$496,000,000
<b>Pricing Benchmark</b>	4.625% UST due 11/2016
<b>Benchmark Yield</b>	4.565%
<b>Spread to Benchmark</b>	T+93 bps
<b>Re-offer Yield</b>	5.495%
<b>Coupon</b>	5.45% per annum
<b>Interest Payment Dates</b>	Semi-annually on each January 15 and July 15 of each year, commencing July 15, 2007 and ending on the Maturity Date
<b>Day Count Convention</b>	30/360
<b>Payment Convention</b>	If any Interest Payment Date or the Maturity Date of the Notes falls on a day which is not a business day, the related payment of principal of or interest on the Notes will be made on the next day which is a business day with the same force and effect as if made on the date such payment was due, and no interest shall accrue on the amount payable for the period from and after such Interest Payment Date or Maturity Date, as the case may be

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<b>Co-Managers</b>	Credit Suisse, Fifth Third Securities, Inc., UBS Securities LLC, BNY Capital Markets, Inc., Lehman Brothers, Morgan Stanley, Wachovia Securities
<b>Billing and Delivery Agent</b>	Goldman, Sachs & Co.
<b>Listing</b>	None
<b>CUSIP Number</b>	316773 CF 5

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