

FIFTH THIRD BANCORP

Form SC 13G/A

February 14, 2006

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

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934  
(Amendment No. 8)\***

Steelcase, Inc  
(Name of Issuer)  
Class A Common Stock  
(Title of Class of Securities)  
858155203  
(CUSIP Number)  
December 31, 2005  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- ☒ Rule 13d-1(b)
- ☐ Rule 13d-1(c)
- ☐ Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**



CUSIP No. 858155203

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NAMES OF REPORTING PERSONS:  
FIFTH THIRD BANCORP

1

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):  
31-0854434

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2

(a) ☐ p  
(b) ☐ o

SEC USE ONLY:

3

CITIZENSHIP OR PLACE OF ORGANIZATION:

4

OHIO

SOLE VOTING POWER:

5

NUMBER OF 24,434,037 shares

SHARED VOTING POWER:

6

SHARES BENEFICIALLY OWNED BY 22,240,907 shares

SOLE DISPOSITIVE POWER:

7

EACH REPORTING PERSON 21,712,259 shares

SHARED DISPOSITIVE POWER:

8

WITH: 38,605,172 shares

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

9

67,681,727

**10** CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

o

**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):

53.48%

**12** TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

HC

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CUSIP No. 858155203

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NAMES OF REPORTING PERSONS:

1

FIFTH THIRD BANK - a Michigan Banking Corporation

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

31-0854434

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2

(a) ☐

(b) ☐

SEC USE ONLY:

3

CITIZENSHIP OR PLACE OF ORGANIZATION:

4

MICHIGAN

SOLE VOTING POWER:

5

NUMBER OF 24,434,037 shares

SHARED VOTING POWER:

6

SHARES BENEFICIALLY OWNED BY 22,240,907 shares

SOLE DISPOSITIVE POWER:

7

EACH REPORTING PERSON 21,712,259 shares

SHARED DISPOSITIVE POWER:

8

WITH: 38,605,172 shares

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

9

67,681,727

**10** CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

o

**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):

53.48%

**12** TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

BK

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**Item 1(a). Name of Issuer:**

Steelcase Inc.

**Item 1(b). Address of Issuer's Principal Executive Offices:**

901 44<sup>th</sup> Street SE  
Grand Rapids, Michigan 49508

**Item 2(a). Name of Person Filing:**

- (1) Fifth Third Bancorp
- (2) Fifth Third Bank a Michigan Banking Corporation

**Item 2(b). Address of Principal Business Office or, if None, Residence:**

- (1) Fifth Third Center, Cincinnati, Ohio 45263
- (2) 111 Lyon Street NW, Grand Rapids, Michigan 49503

**Item 2(c). Citizenship:**

- (1) Ohio
- (2) Michigan

**Item 2(d). Title of Class of Securities:**

Class A Common Stock

**Item 2(e). CUSIP Number:**

858155203

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**Item 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:**

- (a) ☐ Broker or dealer registered under Section 15 of the Act;
  - (b) ☐ Bank as defined in Section 3(a)(6) of the Act;
  - (c) ☐ Insurance company as defined in Section 3(a)(19) of the Act;
  - (d) ☐ Investment company registered under Section 8 of the Investment Company Act;
  - (e) ☐ Investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
  - (f) ☐ Employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
  - (g) ☐ Parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
  - (h) ☐ Savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
  - (i) ☐ Church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
  - (j) ☐ Group, in accordance with Rule 13d-1(b)(1)(ii)(J).
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**Item 4. Ownership**

This report relates to beneficial holdings by Fifth Third Bancorp, through several of its subsidiaries, of outstanding shares of the Common Stock of the Issuer. The following tabulations set forth the shares with respect of which voting rights are held or shared and those shares to which there is dispositive power. The following are held in fiduciary accounts in Fifth Third Bancorp's subsidiaries and are deemed beneficially owned:

(a) Amount Beneficially Owned:	67,681,727 shares
(b) Percent of Class:	53.48%
(c) Number of shares as to which such person has:	
(i) Sole power to vote or to direct the vote	24,434,037 shares
(ii) Shared power to vote or to direct the vote	22,240,907 shares
(iii) Sole power to dispose or to direct the disposition of	21,712,259 shares
(iv) Shared power to dispose or to direct the disposition of	38,605,172 shares

**Item 5. Ownership of Five Percent or Less of a Class**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following o .

**Item 6. Ownership of More than Five Percent on Behalf of Another Person**

The securities covered by this Schedule are held in trust, agency or custodial capacities by Fifth Third Bank. These trust, agency or custodial accounts receive the dividends from, or the proceeds from the sale of, such securities.

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**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company**

Fifth Third Bank, a Michigan Banking Corporation of Fifth Third Bancorp.

**Item 8. Identification and Classification of Members of the Group**

Not Applicable

**Item 9. Notice of Dissolution of Group**

Not Applicable

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**Item 10.           Certifications**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct

Fifth Third Bancorp

/s/ Charles Drucker                      February 14, 2006

Executive Vice President              Today's Date