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FIFTH THIRD BANCORP
Form POS AM
June 29, 2001

As filed with the Securities and Exchange Commission on June 29, 2001
Registration No. 333-58265

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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1

To
FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

FIFTH THIRD BANCORP
(Exact name of registrant as specified in its charter)

Ohio	31-0854434
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

Fifth Third Center, Cincinnati, Ohio 45263
(513) 579-5300
(Address, including zip code, and telephone number, including area code,
of registrant's principal executive offices)

Paul L. Reynolds, Esq.
Fifth Third Bancorp
38 Fountain Square Plaza
Cincinnati, Ohio 45263
(513) 579-5300
(513) 744-6757 (Fax)
(Name, address, including zip code and telephone
number, including area code, of agent for service)

Copies of Communications to:

Richard G. Schmalzl, Esq.
Jeffrey L. Stainton, Esq.
Graydon, Head & Ritchey
1900 Fifth Third Center
511 Walnut Street
Cincinnati, Ohio 45202
(513) 621-6464
(513) 651-3836 (Fax)

Approximate date of commencement of proposed sale of the securities to the public: The merger of The Ohio Company with and into Fifth Third M Corp, a wholly-owned subsidiary of Fifth Third, was consummated on June 12, 1998. Under the terms of the Merger Agreement, Fifth Third was required to file and maintain the effectiveness of this Registration Statement until approximately June 12, 2000. Fifth Third is hereby amending this Registration Statement to deregister

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the remaining 89,250 shares of common stock, no par value, registered in connection with the merger.

If the only securities being offered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. []

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. []

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. []

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the registration statement number of the earlier effective registration statement for the same offering. []

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. []

This Post-Effective Amendment No. 1 to Registration Statement on Form S-3 (Reg. No. 333-58265) shall hereafter become effective in accordance with the provisions of Section 8(c) of the Securities Act of 1933.

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DEREGISTRATION OF SECURITIES

In accordance with the undertaking of Fifth Third Bancorp set forth in the registration statement on Form S-3 (File No. 333-58265), Fifth Third is filing this Post-Effective Amendment No. 1 to deregister an aggregate of 89,250 shares of its common stock, no par value, previously registered under the Securities Act of 1933 pursuant to the registration statement.

Pursuant to the registration statement on Form S-3, 1,862,765 shares of common stock were registered. The shares were registered in connection with the consummation of the merger of The Ohio Company with and into Fifth Third M Corp, a wholly-owned subsidiary of Fifth Third. The merger was consummated on June 12, 1998. At the closing of the merger, these shares were initially issued to the shareholders of The Ohio Company pursuant to exemptions to the Securities Act. Following the merger, the shares were registered pursuant to the registration statement in order to facilitate the resale of the shares by any selling shareholders. Fifth Third was required under the terms of the merger agreement to maintain the effectiveness of this registration statement until the earlier to occur of (a) June 12, 2000, the second anniversary of the closing date of the merger, or (b) the first date as of which all of the registrable shares were sold pursuant to this registration statement.

As of June 28, 2001, an aggregate of 89,250 shares registered under this registration statement (as adjusted) remain unsold by the selling shareholders. Therefore, in accordance with the undertakings mentioned above, Fifth Third hereby deregisters the remaining 89,250 shares of Fifth Third common stock previously registered pursuant to the registration statement.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant

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certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 1 to Registration Statement No. 333-58265 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Cincinnati, State of Ohio, on June 29, 2001.

FIFTH THIRD BANCORP

By: /s/ GEORGE S. SCHAEFER, JR.

George A. Schaefer, Jr.
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to Registration Statement No. 333-58265 has been signed by the following persons in the capacities and on the dates indicated.

Principal Executive Officer:

/s/ GEORGE S. SCHAEFER, JR. Date: June 29, 2001

George A. Schaefer, Jr.
President and Chief Executive Officer
Principal Financial Officer:

Principal Financial Officer:

/s/ NEAL E. ARNOLD Date: June 29, 2001

Neal E. Arnold
Chief Financial Officer, Executive
Vice President and Treasurer

Principal Accounting Officer:

/s/ ROGER W. DEAN Date: June 29, 2001

Roger W. Dean
Controller

Directors of the Company:

/s/ DARRYL F. ALLEN* Date: June 29, 2001

Darryl F. Allen

/s/ JOHN F. BARRETT* Date: June 29, 2001

John F. Barrett

/s/ GERALD V. DIRVIN* Date: June 29, 2001

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Gerald V. Dirvin

/s/ THOMAS B. DONNELL*

Date: June 29, 2001

Thomas B. Donnell

/s/ RICHARD T. FARMER*

Date: June 29, 2001

Richard T. Farmer

/s/ JOESEPH H. HEAD, JR.*

Date: June 29, 2001

Joseph H. Head, Jr.

/s/ JOAN R. HERSCHEDE*

Date: June 29, 2001

Joan R. Herschede

Allen M. Hill

William G. Kagler

/s/ JAMES D. KIGGEN*

Date: June 29, 2001

James D. Kiggen

Jerry L. Kirby

Robert L. Koch, II

/s/ MITCHEL D. LIVINGSTON*

Date: June 29, 2001

Mitchel D. Livingston, Ph.D.

Robert B. Morgan

David E. Reese

James E. Rogers

/s/ BRIAN H. ROWE*

Date: June 29, 2001

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Brian H. Rowe

/s/ GEORGE A. SCHAEFER, JR.

Date: June 29, 2001

George A. Schaefer, Jr.

John J. Schiff, Jr.

Donald B. Schackelford

/s/ DENNIS J. SULLIVAN, JR.*

Date: June 29, 2001

Dennis J. Sullivan, Jr.

/s/ DUDLEY S. TAFT*

Date: June 29, 2001

Dudley S. Taft

Thomas W. Traylor

Date:

Alton C. Wendzel

Date:

*By: /s/ GEORGE A. SCHAEFER, JR.

George A. Schaefer, Jr.
as attorney-in-fact pursuant to
a power of attorney previously
filed