

FIFTH THIRD BANCORP  
Form SC 13G/A  
December 09, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 13G**

Under the Securities Exchange Act of 1934

(Amendment No.2)\*

**Barclays BK PLC ETF IPATH S&P500 DYNAM**

(Name of Issuer)

Common Stock

(Title of Class of Securities)

06741L609

(CUSIP Number)

November 30, 2011

(Date of Event Which Requires Filing of this Statement)

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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).

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1 Names of reporting persons

I.R.S. Identification Nos. of Above Persons (Entities Only)

Fifth Third Bancorp. IRS Identification Number 31-0854434

2 Check the appropriate box if a member of a group (see instructions)

(a) ..

(b) ..

3 SEC use only

4 Citizenship or place of organization

Ohio

5 Sole voting power

Number of

shares 56,536  
6 Shared voting power

beneficially

owned by 0  
each 7 Sole dispositive power

reporting

person 54,973  
8 Shared dispositive power

with

1,563

9 Aggregate amount beneficially owned by each reporting person

56,536

10 Check if the aggregate amount in Row (9) excludes certain shares (See Instructions)

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..

11 Percent of class represented by amount in Row (9)

6.68%

12 Type of reporting person (see instructions)

HC

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Item 1.

(a) Name of Issuer:  
Barclays Bank PLC

(b) Address of Issuer's Principal Executive Offices:  
5 The North Colonnade

Canary Wharf

London XO E14 4BB

Item 2.

(a) Name of Person Filing:  
Fifth Third Bancorp.

(b) Address of Principal Business Office, or if None, Residence:  
Fifth Third Center, Cincinnati, Ohio 45263

(c) Citizenship:  
Ohio

(d) Title of Class of Securities:  
Mutual Fund Holdings

(e) CUSIP Number:  
06741L609

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 (15 U.S.C. 78o);

(b)  Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c);

(c)  Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c);

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- (d) .. Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) .. An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f) .. An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g) x A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h) .. A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) .. A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3); or
- (j) .. Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

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Item 4. Ownership.

a. Amount beneficially owned:	56,536
b. Percent of class	6.68%
c. Number of shares as to which such person has:	
a. Sole power to vote or to direct the vote:	56,536
b. Shared power to vote or to direct the vote:	0
c. Sole power to dispose or to direct the disposition of:	54,973
d. Shared power to dispose or to direct the disposition of:	1,563

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:

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

All of the securities are beneficially held by Fifth Third Bank, a subsidiary of Fifth Third Bancorp, in Fifth Third Bank's fiduciary capacity, on behalf of other clients.

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

**Subsidiary**  
Fifth Third Bank

**Item 3 Classification**  
Bank

Item 8. Identification and Classification of Members of the Group.  
Not applicable.Item 9. Notice of Dissolution of Group.  
Not applicable.Item 10. Certifications.  
Not applicable.

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**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.

Date: December 9, 2011

FIFTH THIRD BANCORP

/s/ Richard W. Holmes, Jr.  
By: Richard W. Holmes Jr.  
Its: Counsel