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

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POST-EFFECTIVE AMENDMENT NO. 1  
ON  
**FORM S-8**  
TO  
**FORM S-4**  
REGISTRATION STATEMENT  
UNDER THE SECURITIES ACT OF 1933

**HUNTINGTON BANCSHARES INCORPORATED**  
(Exact Name of Registrant as specified in its charter)

**Maryland**  
(State or other jurisdiction of  
incorporation or organization)

**31-0724920**  
(I.R.S. Employer  
Identification No.)

**Huntington Center  
41 South High Street  
Columbus, Ohio 43287**

(Address including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

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**Sky Financial Group, Inc. 2002 Stock Option and Stock Appreciation Rights Plan, as amended  
Sky Financial Group, Inc. 1998 Stock Option Plan for Employees  
Second Restatement of the Sky Financial Group, Inc. Amended and Restated 1998 Stock Option Plan  
for Directors  
Century Financial Corporation Stock Option Plan  
Amended and Restated Mid Am, Inc. 1997 Stock Option Plan  
Citizens Bancshares, Inc. Non-Statutory Stock Option and Stock Appreciation Rights Plan**  
(Full title of the plan)

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**Richard A. Cheap, Esq.  
General Counsel and Secretary  
Huntington Bancshares Incorporated  
Huntington Center  
41 South High Street  
Columbus, Ohio 43287  
(614) 480-8300**

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(Name, address and telephone number, including area code, of agent for service)

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*Copy to:*  
**Barbara Nims, Esq.  
Davis Polk & Wardwell  
450 Lexington Avenue  
New York, New York 10017  
212-450-4000**

**CALCULATION OF REGISTRATION FEE**

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Title of each class of Securities to be registered	Amount to be registered	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee
Common Stock, \$0.01 par value ("Common Stock")	7,374,045(1)	(2)	(2)	(2)

- (1) Plus (i) an indeterminate number of additional shares which may be offered and issued to prevent dilution resulting from stock splits, stock dividends or similar transactions and (ii) any additional preferred share purchase right granted under any rights plan relating to the shares above.
- (2) This Post-Effective Amendment No. 1 covers securities that were originally included in the Registrant's registration statement on Form S-4 (File No. 333-140897), as amended by Amendment Nos. 1-3 to Form S-4 registration statement, which such securities were registered for the purpose of issuance under the plans listed above. All filing fees payable in connection with the issuance of these securities were previously paid in connection with the filing of the Form S-4 registration statement.

**PART I**

**INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS**

This Post-Effective Amendment No. 1 on Form S-8 to the Form S-4 registration statement is filed by the Registrant, and relates to a total of 7,345,045 shares of Common Stock of the Registrant, all of which were originally registered by the Registrant on the Form S-4 registration statement filed on February 26, 2007, as amended by Amendment Nos. 1-3 to the Form S-4 registration statement filed by the Registrant between April 2, 2007 and April 20, 2007 and which became effective on April 20, 2007.

In connection with the merger (the "Merger") of Sky Financial Group, Inc., ("Sky") with and into Penguin Acquisition, LLC, a wholly owned subsidiary of the Registrant ("Merger Sub") pursuant to the Agreement and Plan of Merger, dated as of December 20, 2006, by and among the Registrant, Sky and Merger Sub, shares of the common stock of Sky issuable upon the exercise or settlement of options and other equity awards granted under the director and employee equity compensation plans of Sky will convert into corresponding awards covering the Common Stock of the Registrant.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE**

The following documents previously filed by us with the SEC are incorporated by reference:

1. Annual Report on Form 10-K for the fiscal year ended December 31, 2006;
2. Joint Proxy Statement/Prospectus dated April 19, 2007, in connection with our 2007 Annual Meeting of Shareholders;
3. Quarterly Report on Form 10-Q for the quarter ended March 31, 2007;
4. Current Reports on Form 8-K, dated January 18, 2007, April 5, 2007, April 18, 2007, April 19, 2007, May 1, 2007, May 2, 2007, May 7, 2007 (2 reports), May 14, 2007, May 30, 2007, June 4, 2007, June 20, 2007 and July 2, 2007, to report annual and/or quarterly earnings and certain other developments disclosed therein; and

We also incorporate by reference any future filings we make with the Securities and Exchange Commission under Sections 13(a), 13(c), 14, or 15(d) of the Securities Exchange Act of 1934, as amended, until we sell all of the securities offered by the prospectus or otherwise terminate the offering. Any statement contained in a document incorporated or deemed to be incorporated by reference in this registration statement shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document that also is or is deemed to be incorporated by reference in this Registration Statement modifies or supersedes the statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

**ITEM 4. DESCRIPTION OF SECURITIES**

Not applicable.

**ITEM 5. INTEREST OF NAMED EXPERTS AND COUNSEL**

Not applicable.

## ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS

Our Articles of Incorporation, as amended, provide that we shall indemnify our officers and directors to the full extent of the general laws of the State of Maryland now or hereafter in force, including the advance of expenses to our officers and directors. Our obligation to advance expenses incurred by our officers and directors as a result of any threatened, pending or completed action, suit or proceeding, whether it be civil, criminal, administrative or investigative is subject to the procedures provided by Section 2-418 and other sections of the Maryland general corporation law. Our Articles of Incorporation, as amended, also provide that we may indemnify our officers who are not directors to such further extent as shall be authorized by the Board of Directors, provided that such additional indemnification is consistent with the law.

Section 2-418 of the Maryland general corporation law provides, generally, that a corporation may indemnify any officer or director made a party to any proceeding by reason of his or her service in that capacity against judgments, penalties, fines, settlements, and reasonable expenses actually incurred by the officer or director in connection with the proceeding, unless it is proved that the act or omission of the officer or director was material to the cause of action adjudicated in the proceeding and that such act or omission was committed in bad faith or was the result of active and deliberate dishonesty; or the officer or director actually received an improper personal benefit in money, property, or services; or, in the case of any criminal proceeding, the officer or director had reasonable cause to believe that the act or omission was unlawful. Notwithstanding the above, an officer or director may not be indemnified for any judgments, penalties, fines, settlements or expenses arising out of any proceeding brought by or in the right of the corporation, in which such officer or director shall have been adjudged liable to the corporation or any judgments, penalties, fines, settlements or expenses arising out of any proceeding charging improper receipt of a personal benefit by such officer or director.

The termination of any proceeding by judgment, order, or settlement does not create a presumption that the officer or director did not meet the standard of conduct required for such officer or director to be indemnified. However, the termination of any proceeding by conviction, plea of nolo contendere or its equivalent, or the entry of an order of probation prior to judgment, creates a rebuttable presumption that the officer or director did not meet standard of conduct required for such officer or director to be indemnified. Indemnification of an officer or director is not permitted unless authorized for a specific proceeding. Such authorization shall only be given following a determination (1) by a majority of a quorum of directors not at the time parties to the proceeding (or a majority of a committee of two or more such directors designated by the full board); (2) by special legal counsel selected by the board of directors; or (3) by the stockholders, that indemnification is permissible because the officer or director met the standard of conduct required for such officer or director to be indemnified.

The reasonable expenses incurred by an officer or director who is a party to a proceeding may be paid or reimbursed by the corporation in advance of the final disposition of the proceeding upon receipt by the corporation of both a written affirmation by the officer or director of his or her good faith belief that the standard of conduct necessary for indemnification by the corporation has been met, and a written undertaking by or on behalf of the officer or director to repay the amount if it shall be ultimately determined that the standard of conduct has not been met.

The indemnification and advancement of expenses provided or authorized by Section 2-418 are not exclusive of any other rights to which an officer or director may be entitled both as to action in his official capacity and as to action in another capacity while holding such office.

Pursuant to Section 2-418, a corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation, or who, while serving in such capacity, is or was at the request of the corporation serving as a director, officer, partner, trustee, employee, or agent of another corporation or legal entity or of an employee benefit plan, against liability asserted against and incurred by such person in any of those capacities or arising out of such person's position, regardless of whether or not the corporation would have the power to indemnify against liability under Section 2-418. A corporation may provide similar protection, including a trust fund, letter of credit, or surety bond, so long as the form of such protection is not inconsistent with Section 2-418. Additionally, a subsidiary or an affiliate of the corporation may provide the insurance or similar protection.

Subject to certain exceptions, our directors and officers and our affiliates are insured to the extent of 100% of loss up to a maximum of \$40,000,000 (subject to certain deductibles) in each policy year because of any claim or claims made against them by reason of their wrongful acts while acting in their capacities as such directors or officers and up to a maximum of \$40,000,000 (subject to certain deductibles) in each policy year because of any claim or claims made against them by reason of their wrongful acts while acting in their capacities as fiduciaries in the administration of certain of our employee benefit programs. We are insured, subject to certain retentions and exceptions, to the extent we shall have indemnified our directors and officers for such loss.

#### **ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED**

Not applicable.

#### **ITEM 8. EXHIBITS**

- 4 Articles V, VIII and X of Articles of Restatement of Charter, as amended and supplemented - previously filed as Exhibit 3(i) to Annual Report on Form 10-K for the year ended December 31, 1993 and Exhibit 3(i)(c) to Quarterly Report on Form 10-Q for the quarterly period ended March 31, 1998, and incorporated herein by reference. Instruments defining the rights of holders of long-term debt will be furnished to the Securities and Exchange Commission upon request.\*
- 5 Opinion of Richard A. Cheap, Esq., General Counsel and Secretary of Huntington Bancshares Incorporated, as to the validity of the shares of Huntington common stock - previously filed as Exhibit 5.1 to amendment to Form S-4 registration statement filed on April 19, 2007 and incorporated herein by reference.\*
- 8.1 Opinion of Wachtell, Lipton, Rosen & Katz as to certain tax matters.
- 8.2 Opinion of Davis Polk & Wardwell as to certain tax matters.
- 23.1 Consent of Richard A. Cheap, Esq., General Counsel and Secretary of Huntington Bancshares Incorporated - previously included in Exhibit 5.1 to amendment to Form S-4 registration statement filed on April 19, 2007 and incorporated herein by reference.\*
- 23.2 Consent of Deloitte & Touche LLP, independent registered public accounting firm.
- 23.3 Consent of Deloitte & Touche LLP, independent registered public accounting firm.
- 24 Power of attorney - previously filed as Exhibit 24.1 to Form S-4 registration statement filed on February 26, 2007 and incorporated herein by reference.\*

\* Incorporated by reference.

#### **ITEM 9. UNDERTAKINGS**

The undersigned Registrant hereby undertakes:

- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:
  - (i) To include any prospectus required by Section 10(a)(3) of the 1933 Act;
  - (ii) To reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement;

*provided, however*, that paragraphs (1)(i) and (1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the Registrant pursuant to Section 13 or 15(d) of the 1934 Act that are incorporated by reference in this Registration Statement.

(2) That, for the purpose of determining any liability under the 1933 Act each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(4) That, for the purpose of determining liability under the 1933 Act to any purchaser:

(i) If the Registrant is relying on Rule 430B:

(A) Each prospectus filed by the Registrant pursuant to Rule 424(b)(3) shall be deemed to be part of the registration statement as of the date the filed prospectus was deemed part of and included in the registration statement; and

(B) Each prospectus required to be filed pursuant to Rule 424(b)(2), (b)(5), or (b)(7) as part of a registration statement in reliance on Rule 430B relating to an offering made pursuant to Rule 415(a)(1)(i), (vii), or (x) for the purpose of providing the information required by section 10(a) of the 1933 Act shall be deemed to be part of and included in the registration statement as of the earlier of the date such form of prospectus is first used after effectiveness or the date of the first contract of sale of securities in the offering described in the prospectus. As provided in Rule 430B, for liability purposes of the issuer and any person that is at that date an underwriter, such date shall be deemed to be a new effective date of the registration statement relating to the securities in the registration statement to which that prospectus relates, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof. *Provided, however*, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such effective date, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such effective date; or

(ii) If the Registrant is subject to Rule 430C, each prospectus filed pursuant to Rule 424(b) as part of a registration statement relating to an offering, other than registration statements relying on Rule 430B or other than prospectuses filed in reliance on Rule 430A, shall be deemed to be part of and included in the registration statement as of the date it is first used after effectiveness. *Provided, however*, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such first use, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such date of first use.

(5) That, for the purpose of determining liability of the Registrant under the 1933 Act to any purchaser in the initial distribution of the securities:

The undersigned Registrant undertakes that in a primary offering of securities of the undersigned Registrant pursuant to this Registration Statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of the following communications, the undersigned Registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:

- (i) Any preliminary prospectus or prospectus of the undersigned Registrant relating to the offering required to be filed pursuant to Rule 424;
- (ii) Any free writing prospectus relating to the offering prepared by or on behalf of the undersigned Registrant or used or referred to by the undersigned Registrant;
- (iii) The portion of any other free writing prospectus relating to the offering containing material information about the undersigned Registrant or its securities provided by or on behalf of the undersigned Registrant; and
- (iv) Any other communication that is an offer in the offering made by the undersigned Registrant to the purchaser.

The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the 1933 Act each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the 1934 Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the 1934 Act) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

Insofar as indemnification for liabilities arising under the 1933 Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the 1933 Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the 1933 Act and will be governed by the final adjudication of such issue.

### Signatures

Pursuant to the requirements of the Securities Act of 1933, Huntington Bancshares Incorporated certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Columbus, State of Ohio, on July 2, 2007.

HUNTINGTON BANCSHARES INCORPORATED

By: /s/ Richard A. Cheap

Richard A. Cheap, Secretary and General Counsel

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Thomas E. Hoaglin*</u> Thomas E. Hoaglin	Chairman, Chief Executive Officer, President, and Director (Principal Executive Officer)	) ) )
<u>/s/ Donald R. Kimble*</u> Donald R. Kimble	Chief Financial Officer, Executive Vice President, and Treasurer (Principal Financial Officer)	) ) )
<u>/s/ Thomas P. Reed*</u> Thomas P. Reed	Senior Vice President and Controller (Principal Accounting Officer)	) )
<u>/s/ Raymond J. Biggs*</u> Raymond J. Biggs	Director	) )
<u>/s/ Don M. Casto, III*</u> Don M. Casto, III	Director	) July 2, 2007 )
<u>/s/ Michael J. Endres*</u> Michael J. Endres	Director	) )
<u>/s/ John B. Gerlach, Jr.*</u> John B. Gerlach, Jr.	Director	) )
<u>/s/ David P. Lauer*</u> David P. Lauer	Director	) )
<u>/s/ Wm. J. Lhota*</u> Wm. J. Lhota	Director	) )
<u>/s/ Gene E. Little*</u> Gene E. Little	Director	) )
<u>/s/ David L. Porteous*</u> David L. Porteous	Director	) )
<u>/s/ Kathleen H. Ransier*</u> Kathleen H. Ransier	Director	) )



\*By: /s/ Richard A. Cheap

Richard A. Cheap, attorney-in-fact  
for each of the persons indicated

## EXHIBIT INDEX

- 4 Articles V, VIII and X of Articles of Restatement of Charter, as amended and supplemented - previously filed as Exhibit 3(i) to Annual Report on Form 10-K for the year ended December 31, 1993 and Exhibit 3(i)(c) to Quarterly Report on Form 10-Q for the quarterly period ended March 31, 1998, and incorporated herein by reference. Instruments defining the rights of holders of long-term debt will be furnished to the Securities and Exchange Commission upon request.\*
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- 24 Power of attorney - previously filed as Exhibit 24.1 to Form S-4 registration statement filed on February 26, 2007 and incorporated herein by reference.\*

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\* Incorporated by reference.

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[Wachtell, Lipton, Rosen &amp; Katz Letterhead]

July 1, 2007

Sky Financial Group, Inc.  
P.O. Box 428  
211 South Church Street  
Bowling Green, Ohio 43402

Ladies and Gentlemen:

We have acted as special counsel to Sky Financial Group, Inc. ("Sky"), an Ohio corporation, in connection with its proposed merger with and into Penguin Acquisition, LLC ("Merger Sub"), a Maryland limited liability company and wholly owned subsidiary of Huntington Bancshares Incorporated, a Maryland corporation ("Huntington"), that is disregarded as an entity separate from Huntington under Treasury Regulation Section 301.7701-3, with Merger Sub surviving the merger, pursuant to the Agreement and Plan of Merger, dated as of December 20, 2006, by and between Sky, Huntington, and Merger Sub (the "Merger Agreement"). At your request, and pursuant to Section 7.3(c) of the Merger Agreement, we are rendering our opinion concerning certain federal income tax consequences of the Merger. Any capitalized term used and not defined herein has the meaning given to it in the Merger Agreement.

For purposes of rendering the opinion expressed below, we have examined and relied upon the accuracy and completeness of the facts, information, covenants, and representations contained in: (1) the Merger Agreement, (2) the Registration Statement on Form S-4 and the joint proxy statement/prospectus contained therein, each as amended or supplemented through the date hereof, (collectively, the "Registration Statement"), (3) an officer's representation letter of Sky, dated the date hereof (the "Sky Letter"), and (4) an officer's representation letter of Huntington, dated the date hereof (the "Huntington Letter"). The opinion expressed below is conditioned on, among other things, the initial and continuing

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accuracy of the facts, information, covenants, and representations set forth in the documents, and statements referred to in this paragraph.

For purposes of the opinion set forth below, we have relied, with the consent of Sky and the consent of Huntington, upon the accuracy and completeness of the statements and representations (which statements and representations we have neither investigated nor verified) contained, respectively, in the Sky Letter and the Huntington Letter, and have assumed that such statements and representations will be true, correct and complete as of the Effective Time (as if made as of such time) and that all such statements and representations made to the knowledge of any person or entity or with similar qualification are and will be true, correct and complete as if made without such qualification.

In our examination of the above described documents, we have assumed the genuineness of all signatures, the legal capacity of natural persons, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified or photostatic copies, and the authenticity of the originals of all such documents.

In rendering our opinions, we have assumed that (i) the transactions contemplated by the Merger Agreement will be consummated in accordance therewith and as described in the Registration Statement (and no transaction or condition described therein and affecting this opinion will be waived by any party), (ii) the Merger will qualify as a statutory merger under the applicable laws of the States of Ohio and Maryland, and (iii) the Merger will be reported by Sky and Huntington on their respective United States federal income tax returns in a manner consistent with the opinion set forth below.

Our opinion is based on the Internal Revenue Code of 1986, as amended (the "Code"), and the Treasury Regulations promulgated thereunder, each as amended from time to time and as in existence as of the date hereof, and on existing administrative and judicial interpretations thereof. Legislation enacted, administrative action taken, administrative interpretations or rulings, or judicial decisions promulgated or issued subsequent to the date hereof may result in tax consequences different from those anticipated by our opinions herein. We disclaim any undertaking to advise you of any subsequent changes in any of the matters discussed herein or any subsequent changes in applicable law, regulations, or interpretations thereof. Additionally, our opinion is not binding on the Internal Revenue Service or any court, and there can be no assurance that a contrary position may not be taken by the Internal Revenue Service.

Based upon and subject to the foregoing, it is our opinion that, for United States federal income tax purposes, the Merger will constitute a "reorganization" within the meaning of Section 368(a) of the Code.

We hereby consent to the filing of this opinion with the SEC as a post-effective amendment to the Registration Statement, and to the references therein to us. In giving such

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consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended. This opinion relates solely to certain United States federal income tax consequences of the Merger and no opinion is expressed as to the tax consequences under any foreign, state or local tax law or under any federal tax laws other than those pertaining to the income tax. We are furnishing this opinion to you solely in connection with the Merger, and this opinion is not to be relied upon by any other person or for any other purpose.

Very truly yours,

/s/ Wachtell, Lipton, Rosen & Katz

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## DAVIS POLK &amp; WARDWELL

450 LEXINGTON AVENUE  
NEW YORK, N.Y. 10017212 450 4000  
FAX 212 450 3800Menlo Park  
Washington, D.C.  
London  
Paris  
Frankfurt  
Madrid  
Tokyo  
Beijing  
Hong Kong

July 1, 2007

Re: Qualification of the Merger of Target with and into Merger  
Subsidiary as a Tax-Free Reorganization

Huntington Bancshares Incorporated  
41 South High Street  
Columbus, Ohio 43287

Dear Ladies and Gentlemen:

We have acted as counsel for Huntington Bancshares Incorporated ("**Parent**"), a Maryland corporation, in connection with (i) the Merger, as defined and described in the Agreement and Plan of Merger dated as of December 20, 2006 (the "**Merger Agreement**") among Parent, Sky Financial Group, Inc. (the "**Company**"), an Ohio corporation, and Penguin Acquisition, LLC ("**Merger Subsidiary**"), a Maryland limited liability company and wholly owned subsidiary of Parent and (ii) the preparation and filing of the related Registration Statement on Form S-4 (the "**Registration Statement**"), which includes the Joint Proxy Statement (the "**Proxy Statement**"), filed with the Securities and Exchange Commission. Unless otherwise indicated, each capitalized term used herein has the meaning ascribed to it in the Merger Agreement.

In connection with this opinion, we have examined the Merger Agreement, the Registration Statement, the representation letters of Parent (together with Merger Subsidiary) and the Company delivered to us pursuant to Section 7.2(c) of the Merger Agreement for purposes of this opinion (the "**Representation Letters**"), and such other documents as we have deemed necessary or appropriate in order to enable us to render our opinion. In such examination, we have assumed the genuineness of all signatures, the legal capacity of natural persons, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as duplicates or certified or conformed copies, and the authenticity of the originals of such latter documents. We have not, however, undertaken any independent investigation of any factual matter set forth in any of the foregoing. The opinions expressed herein are based upon existing statutory, regulatory and judicial

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authority, any of which may be changed at any time with retroactive effect. For purposes of this opinion, we have assumed, with your permission, that (i) the Merger will be consummated in the manner described in Merger Agreement and the Registration Statement, (ii) the statements concerning the Merger set forth in the Merger Agreement and the Registration Statement are true, complete and correct and will remain true, complete and correct at all times up to and including the Effective Time, (iii) the representations made by Parent (together with Merger Subsidiary) and the Company in their respective Representation Letters are true, complete and correct and will remain true, complete and correct at all times up to and including the Effective Time, and (iv) any representations made in the Merger Agreement or the Representation Letters "to the knowledge of", or based on the belief of Parent, Merger Subsidiary or the Company or similarly qualified are true, complete and correct and will remain true, complete and correct at all times up to and including the Effective Time, in each case without such qualification. We have also assumed that the parties have complied with and, if applicable, will continue to comply with, the obligations, covenants, and agreements contained in the Merger Agreement. In addition, our opinion is based solely on the documents that we have examined, the additional information that we have obtained, and the representations to be made by Parent and the Company referred to above, which we have assumed will be true as of the Effective Time.

Based upon the foregoing it is our opinion that the Merger will be treated for U.S. federal income tax purposes as a reorganization within the meaning of Section 368(a) of the Code, and Parent, the Company and Merger Subsidiary will each be a party to that reorganization within the meaning of Section 368(b) of the Code.

We express our opinion herein only as to those matters specifically set forth above and no opinion should be inferred as to the tax consequences of the Merger under any state, local or foreign law, or with respect to other areas of U.S. federal taxation. We are members of the Bar of the State of New York, and we do not express any opinion herein concerning any law other than the federal law of the United States.

The opinions expressed herein have been rendered at your request, are solely for your benefit in connection with the Merger and may not be relied upon by you in any other manner or by any other person and may not be furnished to any other person without our prior written approval.

Very truly yours,

/s/ Davis Polk & Wardwell

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**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in this Post-Effective Amendment No. 1 to Registration Statement No. 333-140897 on Form S-8 to Form S-4 of our reports relating to the consolidated financial statements of Huntington Bancshares Incorporated (which report expresses an unqualified opinion and includes an explanatory paragraph related to the adoption of Statement of Financial Accounting Standards ("SFAS") No. 123(R), *Share-Based Payment*, SFAS No. 156, *Accounting for Servicing of Financial Assets*, and SFAS No. 158, *Employers' Accounting for Defined Benefit Pension and Other Postretirement Plans*, in 2006), and management's report on the effectiveness of internal control over financial reporting dated February 21, 2007, incorporated by reference in the Annual Report on Form 10-K of Huntington Bancshares Incorporated for the year ended December 31, 2006.

/s/ Deloitte & Touche LLP

Columbus, Ohio  
June 29, 2007

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**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in this Post-Effective Amendment No. 1 to Registration Statement No. 333-140897 on Form S-8 to Form S-4 of Huntington Bancshares Incorporated of our reports relating to the consolidated financial statements of Sky Financial Group, Inc. (which report expresses an unqualified opinion and includes an explanatory paragraph related to the adoption of Statement of Financial Accounting Standards No. 123(R), *Share-Based Payment*, in 2005), and management's report on the effectiveness of internal control over financial reporting dated February 22, 2007, appearing in the Annual Report on Form 10-K of Sky Financial Group, Inc. for the year ended December 31, 2006.

/s/ Deloitte & Touche LLP

Columbus, Ohio  
June 29, 2007

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