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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) May 20, 2009

HUNTINGTON BANCSHARES INCORPORATED
(Exact name of registrant as specified in its charter)

Maryland	1-34073	31-0724920
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

Huntington Center 41 South High Street Columbus, Ohio	43287
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code (614) 480-8300

Not Applicable
(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 7.01. Regulation FD Disclosure.

On May 20, 2009, Huntington Bancshares Incorporated (the "Company") issued a press release announcing certain additional capital actions. The press release also announced that the Company's senior management would host a conference call on May 21, 2009. The press release is attached as Exhibit 99.1 and is incorporated herein by reference. Certain presentation materials relating to the conference call are attached as Exhibit 99.2 and are incorporated herein by reference. These presentation materials are available in the Investor Relations section of the Company's website at www.huntington-ir.com.

The information furnished in this Item 7.01 shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section, nor shall such information be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

The following exhibits are being furnished herewith:

Exhibit No.	Description
Exhibit 99.1	Press Release, dated May 20, 2009.
Exhibit 99.2	Presentation Materials.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

HUNTINGTON BANCSHARES INCORPORATED

Date: May 20, 2009

By: /s/ Richard A. Cheap
Name: Richard A. Cheap
Title: General Counsel and Secretary

EXHIBIT INDEX

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Exhibit 99.1

NEWSRELEASE

FOR IMMEDIATE RELEASE
May 20, 2009

Contacts:

Analysts		*Media*	
Jay Gould	(614) 480-4060	Jeri Grier	(614) 480-5413
Jim Graham	(614) 480-3878	Maureen Brown	(614) 480-5512

HUNTINGTON BANCSHARES ANNOUNCES

$675 MILLION IN ADDITIONAL REGULATORY CAPITAL ACTIONS

COLUMBUS, Ohio — Huntington Bancshares Incorporated (NASDAQ: HBAN;www.huntington.com) today announced additional capital actions estimated to add approximately $675 million in regulatory common equity. These actions include:

- $350 million Discretionary Equity Issuance Program
- Approximately $75 million estimated to result from the after-tax gain on a cash tender for three series of Huntington trust preferred securities
- Approximately $250 million of combined impact from other potential actions, including liability management initiatives, exchange of other capital instruments, adoption of new accounting standards, and other management initiatives

Most of these actions are targeted to be completed during the 2009 second quarter. The table below highlights the estimated pro forma impact of these actions on March 31, 2009 capital ratios, when combined with other 2009 second quarter actions already completed:

	As Reported		1Q09 Pro Forma	
	4Q08	1Q09	Completed Actions (2)	Potential Actions (3)
Tangible Common Equity / Tangible Assets (1)	4.04%	4.65%	4.92%	6.05%
Tier 1 Common	5.04	5.64	5.94	7.40
Tier 1 Risk-based Capital Ratio	10.72	11.16	11.41	12.13
Total Risk-based Capital Ratio	13.91	14.28	14.53	14.42

(1) Excludes deferred tax liability on intangible assets

(2) Completion of discretionary equity issuance program ($120 MM) and convertible exchange settled in 2Q09 ($20 MM)

(3) Assumes $350 MM equity issuance program, ~$75 MM from hybrid tender, and ~$250 MM from other actions

"We believe today's actions should fully achieve our capital objectives and strengthen our capital to the point where we can weather even a severe economic environment, while better positioning us to eventually repay our $1.4 billion of TARP capital," said Stephen D. Steinour, chairman, president, and chief executive officer. "We continue to expect an environment of economic and market uncertainty for the foreseeable future. As a result, we think it prudent to take these actions at this time given the investor demand for our common equity that we have seen since completing our earlier discretionary equity issuance program, as well as current market conditions. We believe we will be able to raise this capital in an efficient manner for the long-term benefit of our shareholders."

"These actions should result in a sufficient equity cushion to accommodate even the adverse credit scenario used by the government in their recently announced stress tests of the country's 19 largest bank holding companies," he continued. "In our determination, we used the government's disclosed SCAP credit loss assumptions for our regional peers included in the stress tests and applied them to Huntington. Our internal analysis indicates that the additional $675 million of capital resulting from the credit actions announced today should provide a sufficient cushion to absorb a two-year cumulative credit loss rate in excess of 9%. This cumulative loss rate is significantly above our internal expectations and is also above that assumed by the government for most of our stress-tested regional peers."

Discretionary Equity Issuance Program (DEIP)

This program is in addition to a similar DEIP announced April 21, 2009 and completed on May 8, 2009 in which Huntington raised $120 million of common equity. Like the earlier program, this new program will allow Huntington to take advantage of market opportunities to issue new shares of common stock. Sales of the shares, if any, will be made by means of ordinary brokers' transactions on the NASDAQ Global Select Market or otherwise at then prevailing market prices.

A portion of the net proceeds of the program will be used to fund the trust preferred tender offer. Any proceeds of the offering not used in the tender offer will be available for general corporate purposes, including the repurchase of debt.

Cash Tender for Trust Preferred Securities

Huntington is commencing, effective May 21, 2009, a cash tender for the trust-preferred securities issued by Huntington Capital I, Huntington Capital II and Huntington Capital III, which have an aggregate liquidation amount of $470 million. The offer to purchase will be made to registered holders of these securities on the terms set forth in the Offer to Purchase dated May 21, 2009, and related letter of transmittal. Unless extended or terminated, the tender offer will expire at 11:59 p.m., New York City time, on June 18. Based on an average tender offer price of $525 per $1,000 liquidation amount and assumed participation by 50% of the holders by liquidation amount, the tender is expected to generate an estimated after-tax gain of $75 million. Additional information regarding the tender offer will be included in a separate Huntington news release.

Other Potential Actions

Other potential actions that are expected to add approximately $250 million to common equity include liability management initiatives, exchange of other capital instruments, adoption of new accounting standards, and other unspecified management initiatives. The impact from these potential actions will be realized throughout the rest of 2009.

Other Information

Huntington has an existing shelf registration statement (including a base prospectus) on file with the Securities and Exchange Commission and will file a prospectus supplement related to the DEIP described above. Prospective investors should read the registration statement (including the base prospectus), the prospectus supplement and other documents Huntington has filed with the SEC for more complete information about Huntington and the offering before investing. Investors may get these documents for free by visiting EDGAR on the SEC Web site at www.sec.gov. Alternatively, Huntington, any underwriter or any dealer participating in the offering will arrange to send investors the prospectus if requested by contacting Goldman, Sachs & Co., Attention: Prospectus Department, 85 Broad Street, New York, NY 10004, telephone: 212-902-1171 or 866-471-2526, fax: 212-902-9316, email: Prospectus-ny@ny.email.gs.com.

Goldman, Sachs & Co. is serving as Dealer Manager in connection with the Tender Offer. Global Bondholder Services Corporation is serving as Depositary and Information Agent in connection with the Tender Offer. Persons with questions regarding the Tender Offer should contact Goldman, Sachs & Co. at 800-828-3182 (toll free) or 212-357-4692 (collect). Requests for copies of the Offer to Purchase or related letter of transmittal may be directed to Global Bondholder Services Corporation at (866) 387-1500 (toll free) or (212) 430- 3774 (collect for banks and brokers).

This news release does not constitute an offer to sell or the solicitation of an offer to buy any Huntington common stock or an offer to buy or the solicitation of an offer to sell any Huntington trust preferred securities, and nor shall there be any sale or purchase of securities of the company in any state or jurisdiction in which such an offer, solicitation, sale or purchase would be unlawful. Unless an exemption from the securities laws is available, any offering of Huntington common stock may be made only by means of an effective registration statement (including related base prospectus) and prospectus supplement. The Tender Offer is being made only pursuant to the Offer to Purchase dated May 21, 2009, and the related letter of transmittal.

Conference Call / Webcast Information

Huntington's senior management will host a conference call tomorrow morning, May 21, 2009, at 8:00a.m. (Eastern Daylight Time). The call may be accessed via a live Internet webcast at www.huntington-ir.com or through a dial-in telephone number at 800-267-7495; conference ID 11300334. Slides will be available at www.huntington-ir.com later this evening for review during the call.

Forward-looking Statement

This press release contains certain forward-looking statements, including certain plans, expectations, goals, projections, and statements, which are subject to numerous assumptions, risks, and uncertainties. Actual results could differ materially from those contained or implied by such statements for a variety of factors including:
(1) deterioration in the loan portfolio could be worse than expected due to a number of factors such as the underlying value of the collateral could prove less valuable than otherwise assumed and assumed cash flows may be worse than expected; (2) changes in economic conditions; (3) movements in interest rates; (4) competitive pressures on product pricing and services; (5) success and timing of other business strategies; (6) the nature, extent, and timing of governmental actions and reforms, including existing and potential future restrictions and limitations imposed in connection with the Troubled Asset Relief Program's voluntary Capital Purchase Plan or otherwise under the Emergency Economic Stabilization Act of 2008; (7) extended disruption of vital infrastructure; and (8) the pricing and total shares sold under the DEIP and the relative success of the tender offer. Additional factors that could cause

results to differ materially from those described above can be found in Huntington's 2008 Annual Report on Form 10-K, and documents subsequently filed by Huntington with the Securities and Exchange Commission. All forward-looking statements included in this release are based on information available at the time of the release. Huntington assumes no obligation to update any forward-looking statement.

About Huntington

Huntington Bancshares Incorporated is a $52 billion regional bank holding company headquartered in Columbus, Ohio. Huntington has more than 143 years of serving the financial needs of its customers. Through our subsidiaries, including our banking subsidiary, The Huntington National Bank, we provide full-service commercial and consumer banking services, mortgage banking services, equipment leasing, investment management, trust services, brokerage services, customized insurance service program, and other financial products and services. Our over 600 banking offices are located in Indiana, Kentucky, Michigan, Ohio, Pennsylvania, and West Virginia. Huntington also offers retail and commercial financial services online at huntington.com; through its technologically advanced, 24-hour telephone bank; and through its network of almost 1,400 ATMs. The Auto Finance and Dealer Services group offers automobile loans to consumers and commercial loans to automobile dealers within our six-state banking franchise area. Selected financial service activities are also conducted in other states including: Private Financial Group offices in Florida and Mortgage Banking offices in Maryland and New Jersey. International banking services are available through the headquarters office in Columbus and a limited purpose office located in both the Cayman Islands and Hong Kong.

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Exhibit 99.2

Capital Update

May 20, 2009

Huntington

Basis of Presentation

Use of non-GAAP financial measures

This presentation contains GAAP financial measures and non-GAAP financial measures where management believes it to be helpful in understanding Huntington's results of operations or financial position. Where non-GAAP financial measures are used, the comparable GAAP financial measure, as well as the reconciliation to the comparable GAAP financial measure, can be found in the current quarter earnings release, this presentation, in the Quarterly Financial Review supplement to the current quarter earnings release, or 8-K related to the filed 4/21/09 earnings press release, which can be found on Huntington's website at huntington-ir.com

Annualized data

Certain returns, yields, performance ratios, or growth rates for a quarter are "annualized" in this presentation to represent an annual time period. This is done for analytical and decision-making purposes to better discern underlying performance trends when compared to full-year or year-over-year amounts. For example, loan growth rates are most often expressed in terms of an annual rate like 8%. As such, a 2% growth rate for a quarter would represent an annualized 8% growth rate.

Fully taxable equivalent interest income and net interest margin

Income from tax-exempt earning assets is increased by an amount equivalent to the taxes that would have been paid if this income had been taxable at statutory rates. This adjustment puts all earning assets, most notably tax-exempt municipal securities and certain lease assets, on a common basis that facilitates comparison of results to results of competitors.

Rounding

Please note that columns of data in the following slides may not add due to rounding.

NM or nm

Percent changes of 100% or more are typically shown as "nm" or "not meaningful" unless required. Such large percent changes typically reflect the impact of unusual or particularly volatile items within the measured periods. Since the primary purpose of showing a percent change is for discerning underlying performance trends, such large percent changes are typically "not meaningful" for trend analysis purposes.

Huntington

Forward Looking Statements

We caution you that this presentation contains certain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, including certain plans, expectations, goals, projections, and statements, which are subject to numerous assumptions, risks, and uncertainties. The use of words such as "anticipates", "estimates", "expects", "intends", "plans", and "believes", among others, generally identify forward-looking statements. However, these words are not the exclusive means of identifying such statements. Forward-looking statements can be identified by the fact that they do not relate strictly to historical or current facts.

Actual results could differ materially from those contained or implied by such statements for a variety of factors including: (1) deterioration in the loan portfolio could be worse than expected due to a number of factors such as the underlying value of the collateral could prove less valuable than otherwise assumed and assumed cash flows may be worse than expected; (2) changes in economic conditions; (3) movements in interest rates; (4) competitive pressures on product pricing and services; (5) success and timing of other business strategies; (6) the nature, extent, and timing of governmental actions and reforms, including existing and potential future restrictions and limitations imposed in connection with the Troubled Asset Relief Program's voluntary Capital Purchase Plan or otherwise under the Emergency Economic Stabilization Act of 2008; (7) extended disruption of vital infrastructure; and (8) the pricing and total shares sold under the DEIP and the relative success of the tender offer.

Additional factors that could cause results to differ materially from those described above can be found in Huntington's 2008 Annual Report on Form 10-K, including in the discussion under "Risk Factors", and documents subsequently filed by Huntington with the Securities and Exchange Commission, including Huntington's Quarterly Report on Form 10-Q for the quarter ended March 31, 2009.

All forward-looking statements included in this presentation are based on information available at the time of the presentation. Huntington assumes no obligation to update any forward-looking statement.

Overview of Capital Actions

	Tier 1 Common Impact	
Discretionary Equity Issuance Program (DEIP):	$350 MM	• Up to $350 MM of common stock, 17% of current market cap • Proceeds used for general corporate purposes and for concurrently announced hybrid tender offer • Goldman, Sachs & Co. will act as sales agent

Hybrid Tender:	~$75 MM	• Cash tender for trust preferred securities funded by the net proceeds of the DEIP
		  • Huntington Capital I $152 MM
		  • Huntington Capital II 68
		  • Huntington Capital III 250
		• Goldman, Sachs & Co. will act as dealer manager

Other Potential Actions:	~$250 MM	• Additional liability management initiatives • Exchange of other capital instruments • Adoption of new accounting standards • Other management initiatives

Total Tier 1 Common generation of $675 MM

Huntington

Rationale for Capital Actions

- Builds equity cushion to accommodate adverse credit scenarios
  - Consistent with SCAP methodology and results
  - Based on an internal analysis of public SCAP credit loss assumptions of regional peers applied to Huntington
- Better positions Huntington to repay TARP
- Supports lending and other growth opportunities

Discretionary equity issuance, in combination with hybrid tender and other potential actions, fully achieves Huntington's capital objective

Huntington

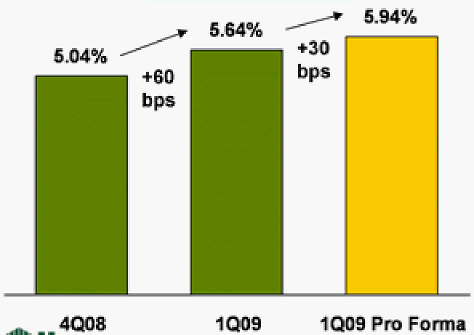
Strong Pro Forma Capital Position

2009 Capital Generation

Actions Taken

- Dividend reduction
- Franklin Credit restructuring
- Convertible for common exchange
- Discretionary equity issuance

Tier 1 Common



Additional Potential Actions

	$ MM	Timing	Tier 1 Common
DEIP	$350	2Q	76 bp
Hybrid tender (1)	~75	2Q	16
Other (2)	~250	2Q-3Q	54
	~$675		146 bp

(1) Assumes 50% participation and an average price of $525 per $1,000 of debt tendered

(2) Includes potential additional liability management initiatives, exchange of other capital instruments, adoption of new accounting standard *FSP FAS 115-2 and FAS 124-2, Recognition and Presentation of Other-Than-Temporary Impairments*, and other management initiatives

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Strong Pro Forma Capital Position

	As Reported		1Q09 Pro Forma	
	4Q08	1Q09	Completed Actions (2)	Potential Actions (3)
Tangible common equity / Tangible assets (1)	4.04%	4.65%	4.92%	6.05%
Tier 1 Common	5.04	5.64	5.94	7.40
Tier 1 Risk-based Capital Ratio	10.72	11.16	11.41	12.13
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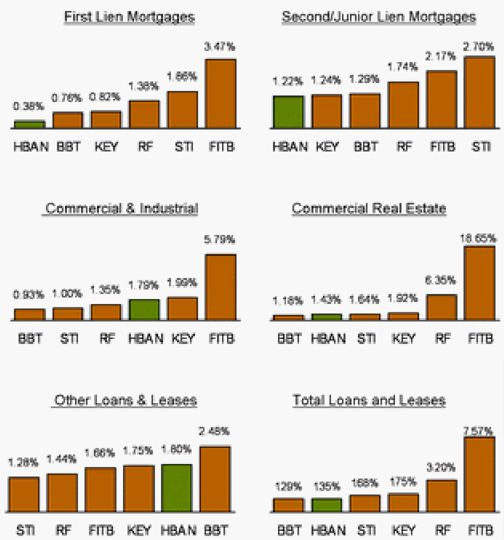
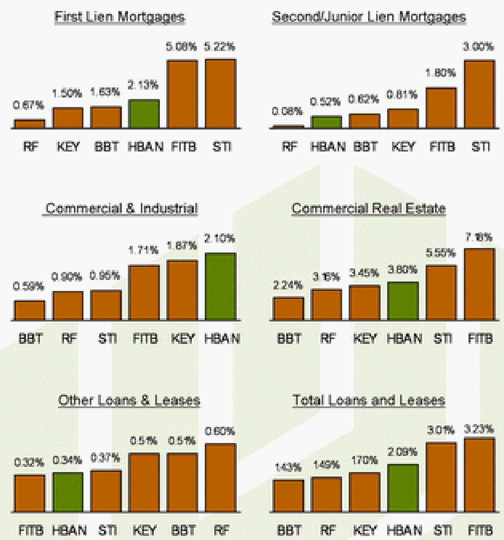
Strong Pro Forma Capital Position

Illustrative SCAP Analysis

4Q08 NCOs / Average Loans (1)



4Q08 NALs / Loans (2)



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(1) Annualized (2) Period end
Source: Regulatory filings Note: HBAN excludes Franklin

Strong Pro Forma Capital Position

Illustrative SCAP Analysis

($ B)	Outstandings 12/31/08	2-Yr Cumulative Losses [1] Low	Median	High	Implied Cumulative Losses Low	Median	High
First lien mortgage loans	$6.7	3.4%	6.3%	10.3%	$0.2	$0.4	$0.7
Second / junior lien mortgages	6.2	6.3	10.4	13.7	0.4	0.6	0.9
Commercial & industrial	7.5	4.5	6.5	11.0	0.3	0.5	0.8
Commercial real estate	13.0	10.6	12.6	13.9	1.4	1.6	1.8
Other loans and leases	7.4	6.2	7.9	9.3	0.5	0.6	0.7
Total loans and leases	**$40.8**	**8.3%**	**8.8%**	**10.5%**	**$2.8**	**$3.8**	**$4.9**
			Total loss rate		6.8%	9.2%	11.9%

Peers - 2Yr. Cumulative Losses	
SunTrust	8.3%
KeyCorp	8.5
BB & T	8.6
PNC Financial	9.0
Regions Financial	9.1
Fifth Third	10.5

Note: Loan balances based on regulatory financials. Excludes Franklin Credit.
(1) Loss ranges represent ranges from SCAP analysis relating to the following banks: BBT, FITB, KEY, PNC, RF and STI

Huntington

Strong Pro Forma Capital Position

Illustrative SCAP Analysis

($ MM)	2-Yr Cumulative Losses 7%	8%	9%	10%
Tier 1 Common required	$(178)	$111	$546	$981
Common equity issued	350	350	350	350
Hybrid tender	~75	~75	~75	~75
Other Tier 1 Common sources (1)	~250	~250	~250	~250
Tier 1 Common surplus / (deficit)	**$853**	**$564**	**$129**	**$(306)**
Disallowed deferred tax asset (2)	**$ --**	**$ 24**	**$193**	$362

Critical Assumptions

- 2009 / 2010 pre-tax, pre-provision net revenue of $900 MM annually
- Reserve of $502 MM, 1.23% of loans (average of 2003-2007)
- $130 MM losses on securities portfolio
- Credit for actions completed in 2009 - $134 MM convertible exchange, FCMC restructuring, $120 MM discretionary equity issuance
- Based on regulatory financial reporting

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(1) Includes potential additional liability management initiatives, exchange of other capital instruments, adoption of new accounting standards and other management initiatives
(2) Per 10% rule

Investment Considerations

- Aggressively addressing credit concerns
- Expense and margin initiatives will drive operating earnings growth
- Strong pro forma capital position
- Performance and outlook for core business are strong
- Line of business management team restructuring complete

Huntington

Other Information

- Goldman, Sachs & Co. is acting as Sales Agent for the Discretionary Equity Issuance Program (DEIP). Huntington has an existing shelf registration statement (including a base prospectus) on file with the Securities and Exchange Commission and will file a prospectus supplement related to the DEIP described above. Prospective investors should read the registration statement (including the base prospectus), the prospectus supplement and other documents Huntington has filed with the SEC for more complete information about Huntington and the offering before investing. Investors may get these documents for free by visiting EDGAR on the SEC Web site at www.sec.gov. Alternatively, Huntington, any underwriter or any dealer participating in the offering will arrange to send investors the prospectus if requested by contacting Goldman, Sachs & Co., Attention: Prospectus Department, 85 Broad Street, New York, NY 10004, telephone: 212-902-1171 or 866-471-2526, fax: 212-902-9316, email: Prospectus-ny@ny.email.gs.com.
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- This presentation does not constitute an offer to sell or the solicitation of an offer to buy any Huntington common stock or an offer to buy or the solicitation of an offer to sell any Huntington trust preferred securities, and nor shall there be any sale or purchase of securities of the company in any state or jurisdiction in which such an offer, solicitation, sale or purchase would be unlawful. Unless an exemption from the securities laws is available, any offering of Huntington common stock may be made only by means of an effective registration statement (including related base prospectus) and prospectus supplement. The Tender Offer is being made only pursuant to the Offer to Purchase dated May 21, 2009, and the related letter of transmittal.

Appendix

Huntington

Non-Franklin Regulatory Reporting Reconciliations

($000s)	4Q 08	3Q 08	Average	NALs 4Q 08	% of Loans
First Lien					
Line 1c2a	**$ 6,720,816**	**$ 6,823,802**	**$ 6,772,309**	**$ 143,021**	**2.13%**
Charge-offs			$ 6,399		
Ratio			0.38%		
Second Lien					
Line 1c2b	**$ 1,670,980**	$ 1,901,263		$ 10,777	
Line 1c1	**4,546,831**	4,261,431		21,838	
Total	**$ 6,217,811**	**$ 6,162,694**	**$ 6,190,253**	**$ 32,615**	**0.52%**
Charge-offs			$ 32,582		
Reclass for HEL GL change			(13,775)		
Adjusted charge-offs			$ 18,807		
Ratio originally reported			2.11%		
Adjusted ratio			1.22%		
Commercial & Industrial					
Line 4	**$ 7,461,769**	**$ 7,056,732**	**$ 7,259,251**	**$ 156,894**	**2.10%**
Charge-offs			$ 32,533		
Ratio			1.79%		
Commercial Real Estate					
Line 1a1	**$ 1,010,001**	$ 1,055,135		$ 124,873	
Line 1a2	**3,195,205**	3,002,713		131,764	
Line 1b	**78,481**	79,618		2,203	
Line 1d	**920,750**	948,650		29,498	
Line 1e1	**2,248,558**	2,193,729		35	
Line 1e2	**5,561,545**	5,593,347		206,280	
Total	**$ 13,014,540**	**$ 12,873,192**	**$ 12,943,866**	**$ 494,653**	**3.80%**
Charge-offs			$ 46,149		
Ratio			1.43%		

Line numbers are from regulatory FR Y-9C reports

Huntington

Non-Franklin Regulatory Reporting Reconciliations

($000s)	4Q 08	3Q 08	Average	NALs 4Q 08	% of Loans
Other loans & leases					
Line 2	$ 378	$ 290		$ -	
Line 3	133,683	110,043		418	
Line 6	4,718,617	4,743,195		647	
Line 9a	53,162	3,179		16,628	
Line 9b less Franklin	898,610	933,625		7,272	
Line 10	1,591,572	1,658,910		-	
Total	$ 7,396,022	$ 7,449,242	$ 7,422,632	$ 24,965	0.34%
Charge-offs excluding Franklin			$ 19,688		
Reclass for HEL GL change			13,775		
Adjusted charge-offs			$ 33,463		
Ratio originally reported			1.06%		
Adjusted ratio			1.80%		
Total loans excluding Franklin	$ 40,810,958	$ 40,365,662	$ 40,588,310	$ 852,148	2.09%
Total net charge-offs excluding Franklin			137,351		
Franklin loans	650,000	1,095,000			
Franklin charge-offs			423,269		
Total reported	$ 41,460,958	$ 41,460,662	$ 560,620		

Line numbers are from regulatory FR Y-9C reports

Huntington