
Registration No. 333 - .

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-8
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 of Registrant's principal executive offices)

HUNTINGTON BANCSHARES INCORPORATED
LONG-TERM INCENTIVE COMPENSATION PLAN
(previously known as the Huntington Bancshares Incorporated Long-Term
Executive Compensation Plan)
(Full title of the Plan)

Richard A. Cheap, Esq.
General Counsel and Secretary
Huntington Bancshares Incorporated
Huntington Center
41 South High Street
Columbus, Ohio 43287
614/480-4647
(Name, address, including zip code, and telephone
number, including area code, of agent for service)

Copies of Correspondence to:
Mary Beth M. Clary, Esq.
John B. Pizaris, Esq.
Porter, Wright, Morris & Arthur
41 South High Street
Columbus, Ohio 43215

<TABLE>
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CALCULATION OF REGISTRATION FEE

Title of Securities to be registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share (2)	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee (2)
<S> Common Stock Without par value.	<C> 284,515	<C> \$14.63	<C> \$4,162,454.40	<C> \$1,099

</TABLE>

(1) 484,000 shares of Huntington Common Stock are issuable under the Huntington Bancshares Incorporated Long-Term Incentive Compensation Plan (the "Plan"). In addition to the 284,515 shares registered hereby, 199,485 shares remain available under previous registration on Form S-8 Registration Statement filed with the Commission by the Registrant on March 4, 1993, Registration No. 33-59068. This Registration Statement shall be deemed to cover an indeterminate

number of additional shares of Common Stock, without par value, as may be issuable pursuant to future stock dividends, stock splits or similar transactions.

(2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(h), based upon the average of the high and low sales prices of Huntington Common Stock as reported on the NASDAQ National Market System as of December 14, 2000.

INTRODUCTION

This Registration Statement on Form S-8 is filed by Huntington Bancshares Incorporated, a Maryland corporation (the "Corporation") to register an additional 284,515 shares of the Corporation's Common Stock, issuable under the Plan, and consists only of those items required by General Instruction E to Form S-8.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The document(s) containing the information concerning the Plan, specified in Part I will be sent or given to employees as specified by Rule 428(b)(1). Such documents are not filed as part of this Registration Statement in accordance with the Note to Part I of the Form S-8 Registration Statement.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

INCORPORATION OF DOCUMENTS BY REFERENCE.

The contents of the Form S-8 Registration Statement previously filed with the Commission by the Registrant on March 4, 1993, Registration No. 33-59068, are hereby incorporated by reference herein.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant 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 Amended Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Columbus, State of Ohio, on December 19, 2000.

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.

<TABLE>
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SIGNATURE -----	TITLE -----	DATE ----
<S>	<C>	<C>
*FRANK WOBST ----- Frank Wobst	Chairman and Chief Executive Officer) (principal executive officer)))))
*PETER GEIER ----- Peter Geier	President, Chief Operating Officer, Treasurer and Director))))
*MICHAEL J. MCMENNAMIN ----- Michael J. McMennamin	Vice Chairman and Chief Financial Officer (principal financial and))))

	principal accounting officer))	
)	
*DON M. CASTO, III	Director)	December 19, 2000
-----)	
Don M. Casto, III)	
)	
*DON CONRAD	Director)	
-----)	
Don Conrad)	
)	
*JOHN B. GERLACH, JR.	Director)	
-----)	
John B. Gerlach, Jr.)	
)	
*PATRICIA T. HAYOT	Director)	
-----)	
Patricia T. Hayot)	
)	
*WM. J. LHOTA	Director)	
-----)	
Wm. J. Lhota)	
)	
*ROBERT H. SCHOTTENSTEIN	Director)	
-----)	
Robert H. Schottenstein)	
)	
*GEORGE A. SKESTOS	Director)	
-----)	
George A. Skestos)	

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SIGNATURE	TITLE	DATE
-----	-----	----
<S>	<C>	<C>
)
*LEWIS R. SMOOT	Director)
-----)
Lewis R. Smoot)
)
*TIMOTHY P. SMUCKER	Director)
-----)
Timothy P. Smucker)
)
*WILLIAM J. WILLIAMS	Director)
-----)
William J. Williams)

*By: /S/RICHARD A. CHEAP

Richard A. Cheap, attorney-in-fact
for each of the persons indicated
</TABLE>

Registration No. 333-_____

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

HUNTINGTON BANCSHARES INCORPORATED

EXHIBITS

EXHIBIT INDEX

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EXHIBIT NUMBER -----	EXHIBIT DESCRIPTION -----	PAGINATION BY SEQUENTIAL NUMBERING SYSTEM -----
<S>	<C>	<C>
4 (a)	Huntington Bancshares Incorporated Long-Term Incentive Compensation Plan as amended and restated, effective for performance cycles beginning on or after January 1, 1999 (including amendments adopted January 20, 1999) (Filed as Exhibit 10(f) to Annual Report on Form 10-K for the year ended December 31, 1999, and incorporated herein by reference.)	
4 (b)	Articles V, VIII and X of Articles of Restatement of Charter, as amended and supplemented (Exhibit 3(i) to Annual Report on Form 10-K for the year ended December 31, 1993, and Exhibit 3(i) (b) to Quarterly Report on Form 10-Q for the quarterly period ended March 31, 1996, 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.	
4 (c)	Rights Plan, dated February 22, 1990, between Huntington Bancshares Incorporated and The Huntington Trust Company, National Association (Exhibit 1 to Registration Statement on Form 8-A, filed with the Securities and Exchange Commission on February 22, 1990, and incorporated herein by reference).	
4 (d)	Amendment No. 1 to the Rights Agreement, dated August 16, 1995 (Exhibit 4(b) to Form 8-K, dated August 16, 1995, and incorporated herein by reference).	
5*	Opinion of Porter, Wright, Morris & Arthur regarding legality.	
23(a) *	Consent of Porter, Wright, Morris & Arthur (included in Exhibit 5 filed herewith).	
23(b) *	Consent of Ernst & Young.	
24*	Powers of Attorney.	
</TABLE>		

*Filed herewith.

PORTER, WRIGHT, MORRIS & ARTHUR LLP
41 South High Street
Columbus, Ohio 43215-6194
Telephone: 614/227-2000
Facsimile: 614/227-2100

December 19, 2000

Huntington Bancshares Incorporated
Huntington Center
41 S. High St.
Columbus, Ohio 43287

Re: Registration Statement on Form S-8
Huntington Bancshares Incorporated Long-Term
Incentive Compensation Plan (the "Plan")

Gentlemen:

We have acted as counsel for Huntington Bancshares Incorporated, a Maryland corporation ("Huntington"), in connection with the Registration Statement on Form S-8 (the "Registration Statement"), filed by Huntington with the Securities and Exchange Commission under the Securities Act of 1933, as amended, with respect to the registration of an additional 284,515 shares of Huntington common stock, without par value (the "Shares"), to be issued under the Plan.

In connection with this opinion, we have examined such corporate records, documents, and other instruments of the registrant as we have deemed necessary.

Based on the foregoing, we are of the opinion that the Shares will, when issued and paid for in accordance with the provisions of the Plan, be legally issued, fully paid and nonassessable, and entitled to the benefits of the Plan.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement.

Very truly yours,

/s/ PORTER, WRIGHT, MORRIS & ARTHUR LLP

PORTER, WRIGHT, MORRIS & ARTHUR LLP

CONSENT OF INDEPENDENT AUDITORS

We consent to the incorporation by reference in the Registration Statement on Form S-8 pertaining to the Huntington Bancshares Incorporated Long-Term Incentive Compensation Plan of our report dated January 13, 2000, with respect to the consolidated financial statements of Huntington Bancshares Incorporated included in its Annual Report (Form 10-K) for the year ended December 31, 1999, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Columbus, Ohio
December 19, 2000

POWER OF ATTORNEY

Each of the undersigned officers and directors of Huntington Bancshares Incorporated (the "Corporation"), hereby appoints Richard A. Cheap, Peter Geier, and Michael J. McMennamin, as his or her attorneys, or any of them, with power to act without the other, as his or her attorney, to sign, in his or her name and on his or her behalf and in any and all capacities as stated below, and to cause to be filed with the Securities and Exchange Commission (the "Commission"), the Corporation's Registration Statement on Form S-8 (the "Registration Statement") for the purpose of registering under the Securities Act of 1933, as amended, an additional 284,515 shares of Common Stock, without par value, to be purchased, sold, and distributed by the Corporation pursuant to the Corporation's Long-Term Incentive Compensation Plan (the "Plan") and such other number of shares as may be issued under the anti-dilution provisions of the Plan, and any and all amendments, including post-effective amendments, to the Registration Statement, hereby granting unto such attorneys and each of them the full power and authority to do and perform in the name and on behalf of the undersigned, and in any and all such capacities, every act and thing whatsoever necessary to be done in and about the premises as fully as the undersigned could or might do in person, hereby granting to each such attorney-in-fact full power of substitution and revocation, and hereby ratifying all that any such attorney-in-fact or his or her substitute may do by virtue hereof.

IN WITNESS WHEREOF, the undersigned has signed these presents effective this 14th day of November 2000.

SIGNATURE -----	TITLE -----
/s/ Frank Wobst ----- Frank Wobst	Chairman, Chief Executive Officer, and Director (principal executive officer)
/s/ Peter Geier ----- Peter Geier	President, Chief Operating Officer, and Director
/s/ Michael J. McMennamin ----- Michael J. McMennamin	Executive Vice President and Chief Financial Officer (principal financial officer and principal accounting officer)
/s/ Don M. Casto, III ----- Don M. Casto, III	Director
/s/ Don Conrad ----- Don Conrad	Director
/s/ John B. Gerlach, Jr. ----- John B. Gerlach, Jr.	Director
/s/ Patricia T. Hayot ----- Patricia T. Hayot	Director
/s/ Wm. J. Lhota ----- Wm. J. Lhota	Director
/s/ Robert H. Schottenstein ----- Robert H. Schottenstein	Director
/s/ George A. Skestos ----- George A. Skestos	Director

/s/ Lewis R. Smoot, Sr. Director

Lewis R. Smoot, Sr.

/s/Timothy P. Smucker Director

Timothy P. Smucker

/s/ William J. Williams Director

William J. Williams