SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

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FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 or 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934

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DATE OF REPORT: FEBRUARY 19, 2002

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HUNTINGTON BANCSHARES INCORPORATED (EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

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Maryland

0-2525

31-0724920

(COMMISSION FILE NO.)

(IRS EMPLOYER
IDENTIFICATION NUMBER)

(STATE OR OTHER JURISDICTION OF INCORPORATION OR ORGANIZATION)

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Huntington Center 41 South High Street Columbus, Ohio 43287 (614) 480-8300

(ADDRESS, INCLUDING ZIP CODE, AND TELEPHONE NUMBER INCLUDING AREA CODE OF REGISTRANT'S PRINCIPAL EXECUTIVE OFFICES)

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ITEM 5. OTHER EVENTS.

On February 19, 2002, Huntington Bancshares Incorporated ("Huntington") issued a news release announcing that the board of directors has authorized a new share repurchase program for up to 22 million shares. The information contained in the news release, which is attached as Exhibit 99.1 to this report, is incorporated herein by reference.

The information contained or incorporated by reference in this Current Report on Form 8-K may contain forward-looking statements, including certain plans, expectations, goals, and projections, 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: changes in economic conditions; movements in interest rates; competitive pressures on product pricing and services; success and timing of business strategies; the successful integration of acquired businesses; the nature, extent, and timing of governmental actions and reforms; and extended disruption of vital infrastructure. All forward-looking statements included in this Current Report on Form 8-K are based on information available at the time of the Report. Huntington assumes no obligation to update any forward-looking statement.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS.

(c) Exhibits.

Exhibit 99.1 News Release of February 19, 2002.

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: February 21, 2002 By: /s/ Richard A. Cheap

\_\_\_\_\_ Richard A. Cheap, Secretary

EXHIBIT INDEX

Description -----Exhibit No.

Exhibit 99.1 \* News Release of February 19, 2002.

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<sup>\*</sup> Filed with this report.

FOR IMMEDIATE RELEASE FEBRUARY 19, 2002

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## HUNTINGTON BANCSHARES ANNOUNCES NEW SHARE REPURCHASE AUTHORIZATION FOR UP TO 22 MILLION SHARES

COLUMBUS, Ohio - Huntington Bancshares Incorporated (NASDAQ: HBAN; www.huntington.com) today announced that the board of directors has authorized a new share repurchase program for up to 22 million shares. This represents 9% of the 251.2 million shares outstanding on December 31, 2001, and \$400 million worth of stock based on the closing price of \$18.18 on February 15, 2002. Purchases will be made from time-to-time in the open market or through privately negotiated transactions depending upon market conditions.

"This authorization represents a key step in our plan announced last July to enhance shareholder value by using part of the capital generated from the sale of our Florida operations to initiate a significant share repurchase program," said Thomas Hoaglin, chairman, president and chief executive officer. "It is our objective to complete this repurchase program over the next twelve months."

An earlier share repurchase authorization, with 15.3 million shares remaining, has been cancelled and replaced by this new program.

## ABOUT HUNTINGTON

Huntington Bancshares Incorporated is a \$26 billion regional bank holding company headquartered in Columbus, Ohio. Through its affiliated companies, Huntington has more than 136 years of serving the financial needs of its customers. Huntington provides innovative retail and commercial financial products and services through more than 300 regional banking offices in Indiana, Kentucky, Michigan, Ohio and West Virginia. Huntington also offers retail and commercial financial services online at www.huntington.com; through its

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technologically advanced, 24-hour telephone bank; and through its network of more than 900 ATMs. Selected financial service activities are also conducted in other states including: Dealer Sales offices in Florida, Tennessee, Pennsylvania and Arizona; Private Financial Group offices in Florida; and Mortgage Banking offices in Florida, Maryland and New Jersey. International banking services are made available through the headquarters office in Columbus and additional offices located in the Cayman Islands and Hong Kong.

## FORWARD-LOOKING STATEMENT

This press release contains certain forward-looking statements, including certain plans, expectations, goals, and projections, 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: changes in economic conditions; movements in interest rates; competitive pressures on product pricing and services; success and timing of business strategies; the successful integration of acquired businesses; the nature, extent, and timing of governmental actions and reforms; and extended disruption of vital infrastructure. All forward-looking statements included in this news release are based on information available at the time of the release. Huntington assumes no obligation to update any forward-looking statement.

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