

SECURITIES AND EXCHANGE COMMISSION

Washington D.C., 20549

FORM 11-K

ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934 FOR THE FISCAL
YEAR ENDED DECEMBER 31, 2002

OR

TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934 FOR THE TRANSITION
PERIOD FROM _____ to _____.

COMMISSION FILE NO. 0-2525

A. Full Title of the Plan and the address of the Plan, if different from that of the issuer named below:

Huntington Investment and Tax Savings Plan

B. Name of issuer of the securities held pursuant to the Plan and the address of its principal executive office:

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

TABLE OF CONTENTS

[HUNTINGTON INVESTMENT AND TAX SAVINGS PLAN](#)

[EXHIBITS](#)

[SIGNATURES](#)

[EX-23 CONSENT OF INDEPENDENT AUDITORS](#)

[EX-99.1 FINANCIAL STATEMENTS & SUPPLEMENTAL SCHD](#)

[EX-99.2 CERTIFICATIONS](#)

HUNTINGTON INVESTMENT AND TAX SAVINGS PLAN

REQUIRED INFORMATION

Item 4. Financial Statements and Supplemental Schedule for the Plan.

The Huntington Investment and Tax Savings Plan (the "Plan") is subject to the Employee Retirement Income Security Act of 1974 ("ERISA"). In lieu of the requirements of Items 1-3 of this Form, the Plan is filing financial statements and a supplemental schedule prepared in accordance with the financial reporting requirements of ERISA. The Plan financial statements and supplemental schedule for the fiscal year ended December 31, 2002, are included as Exhibit 99.1 to this report on Form 11-K and are incorporated herein by reference. The Plan financial statements and supplemental schedule have been audited by Ernst & Young LLP, Independent Auditors, and their report is included therein.

EXHIBITS

- 23 Consent of Independent Auditors, Ernst & Young LLP
- 99.1 Financial statements and supplemental schedule of The Huntington Investment and Tax Savings Plan for the fiscal year ended December 31, 2002, prepared in accordance with the financial reporting requirements of ERISA.
- 99.2 Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, Huntington Bancshares Incorporated has duly caused this annual report to be signed by the undersigned thereunto duly authorized.

HUNTINGTON INVESTMENT
AND TAX SAVINGS PLAN

Date: June 27, 2003

By: /s/ Catherine H. Malear
Catherine H. Malear
Executive Vice President
Huntington Bancshares Incorporated

CONSENT OF INDEPENDENT AUDITORS

We consent to the incorporation by reference in Post-effective Amendment No. 1 to the Registration Statement (Form S-8 No. 33-46327) pertaining to the Huntington Investment and Tax Savings Plan of our report dated June 27, 2003 with respect to the financial statements and supplemental schedule of the Huntington Investment and Tax Savings Plan included in this Annual Report (Form 11-K) for the year ended December 31, 2002.

/s/ Ernst & Young LLP

Columbus, Ohio
June 27, 2003

HUNTINGTON INVESTMENT AND TAX SAVINGS PLANFinancial Statements and Supplemental Schedule
December 31, 2002 and 2001

TABLE OF CONTENTS

	<u>Page</u>
<u>Audited Financial Statements</u>	
Report of Independent Auditors	5
Statements of Net Assets Available for Benefits, December 31, 2002 and 2001	6
Statements of Changes in Net Assets Available for Benefits for the Years Ended December 31, 2002 and 2001	7
Notes to Financial Statements	8
<u>Supplemental Schedule</u>	
Schedule H, Line 4i — Schedule of Assets (Held at End of Year)	14

Report of Independent Auditors

To the Board of Directors, Huntington Bancshares Incorporated

We have audited the accompanying statements of net assets available for benefits of the Huntington Investment and Tax Savings Plan as of December 31, 2002 and 2001, and the related statements of changes in net assets available for benefits for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Huntington Investment and Tax Savings Plan at December 31, 2002 and 2001, and the changes in its net assets available for benefits for the years then ended, in conformity with accounting principles generally accepted in the United States.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The accompanying supplemental schedule of assets (held at end of year) as of December 31, 2002, is presented for purposes of additional analysis and is not a required part of the basic financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in our audits of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

/s/ Ernst & Young LLP

Columbus, Ohio
June 27, 2003

HUNTINGTON INVESTMENT AND TAX SAVINGS PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

(Amounts in dollars)	December 31,	
	2002	2001
ASSETS		
Investments, at market value:		
Huntington Bancshares Incorporated		
Common Stock	\$164,904,623	\$177,415,635
Mutual Funds	80,205,964	78,140,895
	245,110,587	255,556,530
Total Investments		
Notes receivable from participants	3,191	36,288
Accrued dividends, interest receivable, and other assets	1,504,805	1,662,997
Cash and cash equivalents	646,107	942,853
	247,264,690	258,198,668
TOTAL ASSETS		
LIABILITIES		
Dividends payable to Plan participants	451,959	1,671,069
	451,959	1,671,069
NET ASSETS AVAILABLE FOR BENEFITS	\$246,812,731	\$256,527,599

See notes to financial statements.

HUNTINGTON INVESTMENT AND TAX SAVINGS PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

(Amounts in dollars)	Years Ended December 31,	
	2002	2001
ADDITIONS		
Investment income:		
Cash dividends on Huntington		
Bancharcs Incorporated Common Stock	\$ 5,887,554	\$ 7,722,736
Cash dividends on Mutual Funds	1,259,209	1,775,732
Interest	95,309	276,858
	<u>7,242,072</u>	<u>9,775,326</u>
Contributions:		
Employees	16,531,579	17,870,699
Employer	8,346,597	8,219,756
	<u>24,878,176</u>	<u>26,090,455</u>
Total Additions	<u>32,120,248</u>	<u>35,865,781</u>
DEDUCTIONS		
Benefit distributions and other withdrawals	33,507,113	38,684,243
Total Deductions	<u>33,507,113</u>	<u>38,684,243</u>
Net realized and unrealized (depreciation) appreciation in market value of investments	(8,328,003)	707,356
Net decrease in assets available for benefits	(9,714,868)	(2,111,106)
Net assets available for benefits at beginning of year	<u>256,527,599</u>	<u>258,638,705</u>
NET ASSETS AVAILABLE FOR BENEFITS AT END OF YEAR	<u><u>\$246,812,731</u></u>	<u><u>\$256,527,599</u></u>

See notes to financial statements.

HUNTINGTON INVESTMENT AND TAX SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

December 31, 2002

Note 1 – Significant Accounting Policies and Description of the Plan

Basis of Presentation — The financial statements of the Plan are presented on the accrual basis and are prepared in conformity with accounting principles generally accepted in the United States (GAAP).

Use of Estimates — The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect amounts of assets and liabilities, and changes therein, reported in the financial statements. Actual results could differ from those estimates.

Income Taxes — The Plan has received a determination letter from the Internal Revenue Service. Huntington Bancshares Incorporated (Huntington) believes that the Plan is operated in accordance with, and qualifies under, the applicable requirements of the Code and related state statutes, and that the trust, which forms a part of the Plan, is exempt from federal income and state franchise taxes.

General Description of the Plan — The Plan is a defined contribution plan that was initially adopted by the Board of Directors of Huntington on September 29, 1977, to be effective January 1, 1978 to provide benefits to eligible employees of Huntington, as defined in the Plan document. Plan participants should refer to the Plan document for a more complete description of the Plan's provisions. On December 13, 2000, Huntington's Common Stock held in accounts of participants who elected to have all or a portion of their accounts invested in Huntington's Common Stock were designated an Employee Stock Ownership Plan (ESOP). The ESOP forms a portion of the Plan.

On August 19, 1992, the Plan was amended and restated, effective January 1, 1987, to comply with the Internal Revenue Code of 1986, as amended. The Plan was again restated October 13, 1994, with a general effective date of January 1, 1987, to incorporate provisions concerning merged plans. The Plan was again amended and restated November 19, 1997, effective at April 1, 1998.

From time to time the Plan has been amended and restated. The current restatement is effective January 1, 1997 unless the restated document provides another effective date. A First Amendment to the Plan was adopted October 16, 2002 to bring the Plan into compliance with the Economic Growth and Tax Relief Reconciliation Act of 2001 (EGTRRA) and to effect other changes. EGTRRA changes are generally effective January 1, 2002.

Funding and Vesting — Eligible employees may enroll on the first day of the month following six months of employment and attainment of age 21. Participants may elect to make pre-tax contributions of up to 25% of their eligible compensation. Prior to August 1, 2002, participants were limited to pretax matched contributions up to 15% of their eligible compensation. Huntington will make a matching contribution equal to 100% on the first 3% of participant elective deferrals and 50% on the next 2% of participant elective deferrals. Employee and employer contributions are fully vested at all times. Plan participants are permitted to direct pre-tax elective deferrals and employer matching contributions to any combination of nineteen investment options, including Huntington Common Stock. An active participant may change or suspend pre-tax elective deferrals pursuant to the terms set forth in the Plan document.

Administration — The Plan administrator is Huntington. Portions of Plan administration have been delegated by the Plan administrator to a committee of employees appointed by the Board of Directors of Huntington. The Plan administrator believes that the Plan is currently designed and operated in compliance with the applicable requirements of the Internal Revenue Code (the Code) and the provisions of ERISA, as amended.

Participants are charged a fixed amount for administration of the Plan. All other administrative fees are paid from the general assets of Huntington.

Contributions — Employee and Employer contributions to participants' accounts in the Plan are invested pursuant to the participants' investment direction elections on file at the time the contributions are allocated to the participants' accounts. Plan assets are held in mutual funds or Huntington Common Stock by the trust division of The Huntington National Bank (the Plan Trustee), a wholly-owned subsidiary of Huntington. The Plan Trustee purchases and sells shares of Huntington Common Stock on the open market at market prices. Additionally, the Plan Trustee may directly purchase from, and sell to, Huntington, at market prices, shares of Huntington Common Stock. The Plan Trustee purchases and redeems shares of mutual funds in accordance with rules of the mutual fund.

Benefit Distributions and Other Withdrawals — A participant may request that the portion of his or her account that is invested in Huntington Common Stock be distributed in shares of Huntington Common Stock with cash paid in lieu of any fractional shares. All other distributions from the Plan are paid in cash.

Distributions and withdrawals are reported at market value.

Participants are permitted to take distributions and withdrawals from their accounts in the Plan under the circumstances set forth in the Plan document. Generally, participants may request withdrawal of funds in their account attributable to: (i) rollover contributions; (ii) after-tax contributions; and (iii) pre-April 1, 1998, Employer contributions. Employee pre-tax elective deferrals and post April 1, 1998, Employer matching contributions are subject to special withdrawal rules and generally may not be withdrawn from the Plan prior to a participant's death, disability, termination of employment, or attainment of age 59 1/2. Certain distributions of Employee pre-tax deferrals may be made, however, in the event a participant requests a distribution due to financial hardship as defined by the Plan. Participants should refer to the Summary Plan Description for a complete summary of the Plan provisions. Participants may withdraw up to 100% of their account balances in the Plan for any reason after they have reached age 59 1/2.

Effective October 1, 2002, Plan participants have the option of reinvesting cash dividends with respect to Huntington Common Stock according to their investment elections or having dividends paid in cash. Dividends on Huntington Common Stock were distributed in cash to Plan Participants during the period beginning December 13, 2000 and ending October 1, 2002. Prior to December 13, 2000, cash dividends on Huntington Common Stock were reinvested in Huntington Common Stock.

Cash Dividends and Interest Income — Dividends are recognized as of the record date. Interest is recorded on an accrual basis when earned.

Note 2 — Investments

The Plan provides for various investment options in any combination of investment securities offered by the Plan, including Huntington's Common Stock. Investment securities are exposed to various risks, such as interest rate, market fluctuations and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in market values, interest rates or other factors in the near term would materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits and the statements of changes in net assets available for benefits.

As of December 31, 2002, the separate investment options offered by the Plan are as follows:

Huntington Bancshares Incorporated Common Stock: This consists mainly of shares of Huntington Bancshares Incorporated Common Stock. However, a small percentage is invested in a money market fund to maintain liquidity for participant distributions and fund reallocations. Cash dividends received on Huntington Bancshares Incorporated Common Stock are reinvested in the fund unless a participant affirmatively elects to have these dividends paid directly to them in cash. Huntington Bancshares Incorporated Common Stock is listed as HBAN on the National Association of Securities Dealers Automated Quotation System (NASDAQ).

Vanguard S&P Index 500 Fund: This fund seeks to mirror, as closely as possible, the performance of the Standard and Poor's (S&P) 500 Composite Stock Price Index, which emphasizes stocks of large companies. Accordingly, the fund invests in stocks that are included in the S&P 500 Stock Index.

Vanguard Wellington Fund: This fund seeks to conserve capital and to provide moderate long-term capital growth and moderate income by investing in stocks, bonds and money market instruments. The fund invests 60% to 70% of its assets in dividend-paying stocks of large and medium-sized companies. The remaining 30% to 40% of assets are invested in high-quality longer-term corporate bonds, with some investment in Treasury, government agency and mortgage-backed bonds.

Huntington Money Market Fund: This fund seeks to provide safety of principal and interest, a reasonable rate of interest income, little or no fluctuation of principal, and liquidity. Investments typically include short-term debt securities, including commercial paper, certificates of deposit, bankers acceptances and government securities.

T. Rowe Price Mid Cap Growth Fund: This fund seeks long-term growth of capital by investing in common stocks of medium and large capitalization companies.

Bond Fund of America: This fund seeks to provide as high a level of current income as is consistent with the preservation of capital by investing primarily in bonds. The fund invests substantially all of its assets in marketable corporate debt securities, U.S. government securities, mortgage-related securities, other asset-backed securities and cash or money market instruments. Normally, at least 60% of the fund assets will be invested in bonds.

Franklin Small Cap Growth Fund: This fund seeks long-term growth of capital by investing in common stocks of smaller capitalization companies.

Huntington Growth Fund: This fund seeks long-term capital appreciation by investing primarily in equity securities. The fund invests primarily in medium to large companies with an emphasis on quality, market dominance and growth.

Neuberger & Berman Partners Trust Fund: This fund seeks long-term growth of capital through an approach that is intended to increase capital with reasonable risk. Investments include common stocks of medium to large capitalization companies that are believed to be undervalued.

Fidelity Low-Priced Stock Fund: This fund seeks capital appreciation by investing in low priced common stocks, which can lead to investment in small and medium sized companies. The issuing companies often have market capitalizations of less than \$100 million, and some have a negative net worth.

EuroPacific Growth Fund: This fund seeks long-term growth of capital by investing in securities of companies domiciled outside the United States, usually located in Europe and the Pacific Basin. However, the fund may invest in securities of developing countries as well.

Janus Enterprise Fund: This fund seeks long-term growth of capital by investing in common stocks selected for their growth potential. It looks at potential investments one at a time, regardless of industry, country of organization or other similarly defined selection criteria.

Huntington Income-Equity Trust Fund: This fund seeks to achieve current income and moderate appreciation of both capital and income by investing in income-producing securities, such as stocks of companies having the potential to pay attractive dividends.

The Huntington Fixed Income Securities Fund: This fund seeks to achieve high current income without assuming a great deal of credit risk. This fund invests in high quality corporate bonds, U.S. Treasuries and government agencies in order to help investors increase their income potential without assuming a great deal of credit risk. Maturity ranges are from overnight to 30 years. In selecting securities for the fund, the portfolio manager considers various "top down" economic factors including Federal Reserve policies and spreads between different types of fixed income securities. A proprietary credit evaluation system is employed to further enhance returns.

The Huntington Mid-Corp America Fund: This fund focuses on the 2000 companies in the middle of the Russell 3000 Index, concentrating on companies with outstanding growth characteristics.

The Huntington Dividend Capture Fund: This fund is a value-oriented fund that tries to generate higher income for investors by identifying dividend-paying stocks and hedging against adverse market swings. The fund invests primarily in dividend-paying common and preferred stocks that the managers can acquire prior to ex-dividend date in order to "capture" the dividend. Option contracts may or may not be employed to serve as a hedge against downside fluctuations.

Huntington Rotating Index Fund: This fund seeks to approximate the returns of various equity market indices as determined by the investment advisor to be the most favorable in a given market environment. The fund will pursue its objective by investing substantially all of its assets in the stocks that comprise the equity index selected by the investment advisor. In determining which equity index the fund will seek to emulate, the investment advisor will use "top-down" analysis to evaluate broad economic trends, anticipate shifts in the business cycle, and determine which sectors or industries may benefit most over the next year. The investment advisor will continually monitor the market environment and may shift the index that the fund emulates when it is determined that another equity index is more favorable given the current market environment.

The Huntington New Economy Fund: This aggressive fund is targeted towards long-term investors seeking capital appreciation. The fund invests primarily in science and technology companies with the highest potential for growth.

Huntington International Equity Fund: This fund is an aggressive fund investing in international stocks with above-average growth potential. At least 80 percent of the fund's assets will be invested in stocks of companies from at least five countries included in the Morgan Stanley Capital International Europe, Australasia and Far East Index.

The following individual investments represent 5 percent or more of the fair value of net assets available for benefits as of December 31:

(Amounts in dollars)	2002	2001
Huntington Bancshares Incorporated Common Stock	\$164,904,623	\$177,415,635
Vanguard S&P Index 500 Fund	16,376,211	20,270,925
Vanguard Wellington Fund	12,936,969	12,040,679

The Plan's investments (including investments purchased, sold and held during the year) (depreciated) appreciated in carrying value for the years ended December 31, as follows:

(Amounts in dollars)	2002	2001
Huntington Bancshares Incorporated Common Stock	\$ 5,670,140	\$ 9,030,742
Equity and Fixed Income Mutual Funds	(13,998,143)	(8,323,386)
Net (depreciation) appreciation	<u>\$ (8,328,003)</u>	<u>\$ 707,356</u>

Note 3 — Party-In-Interest Transactions

The Plan held the following party-in-interest investments (at fair value) at December 31:

(Amounts in dollars)	2002	2001
Huntington Bancshares Incorporated Common Stock	\$164,904,623	\$177,415,635
Huntington Money Market Fund	10,226,299	9,304,298
Huntington Growth Fund	4,979,161	5,964,212
Huntington Income-Equity Trust Fund	2,391,358	1,999,896
The Huntington Fixed Income Securities Fund	1,601,376	135,115
The Huntington Mid-Corp America Fund	1,040,567	167,412
The Huntington Dividend Capture Fund	938,206	260,912
Huntington Rotating Index Fund	427,586	75,999
The Huntington New Economy Fund	391,168	73,486
Huntington International Equity Fund	231,153	20,823

Costs and expenses incurred in administering the Plan paid by Huntington, including brokerage commissions and fees in connection with each purchase of securities, totaled \$582,293 for 2002 and \$1,019,433 for 2001.

Note 4 — Notes Receivable from Participants

In conjunction with the merger of First Michigan Bank Corporation into Huntington, the First Michigan Bank Corporation Cash Option Plan (the First Michigan Plan) merged into the Plan effective as of April 1, 1998. The loan fund represents the transfer of the outstanding participant loan balances in the First Michigan Plan to the Plan. Additionally, the loan fund represents the transfer of outstanding participant loan balances to the Plan on October 1, 2000 resulting from the merger of Empire Banc Corporation's 401(k) plan (the Empire Plan) into the Plan. While the Plan does not allow participants to take loans against their account balances, participants with outstanding loans in the First Michigan Plan and the Empire Plan at the time of their merger into the Plan are permitted to repay outstanding loans. Each loan, by its terms, must be repaid within 5 years, unless it is a loan for a participant's principal residence. The loans bear interest at a market rate fixed at the date of origination. Principal and interest is paid by participants through payroll deductions authorized by the participant currently employed by Huntington. Individuals previously under the First Michigan Plan who have terminated employment are permitted to repay principal and interest on an installment basis. Individuals with loans previously under the Empire Plan are required to repay the loans at time of termination.

As of December 31, 2002 and 2001, these notes receivable from participants totaled \$3,191 and \$36,288, respectively.

Note 5 — Cash and Cash Equivalents

Cash and cash equivalents primarily represent funds temporarily invested in the Huntington Money Market Fund to provide liquidity for fund reallocations and distributions.

Note 6 — Terminated Participants

Included in net assets available for benefits are amounts allocated to individuals who have withdrawn from the Plan. There were no amounts allocated to these participants at December 31, 2002. At December 31, 2001, \$273,230 was allocated to these participants.

Note 7 — Plan Termination

Huntington intends to continue the Plan indefinitely for the benefit of its participants; however, it reserves the right to terminate or modify the Plan at any time by resolution of its Board of Directors and subject to the provisions of ERISA. In the event the Plan is terminated in the future, participants would become fully vested in their accounts.

Huntington Investment and Tax Savings Plan
Schedule H, Line 4i — Schedule of Assets (Held At End of Year)
December 31, 2002

EIN: 31-0724920
Plan Number: 002

Identity of Issue, Borrower, Lessor or Similar Party	Description of Investment	Cost	Fair Value
Common Stock:			
Huntington Bancshares Incorporated Common Stock *	8,813,701 shares	\$129,887,015	\$164,904,623
Total Common Stock		129,887,015	164,904,623
Mutual Funds:			
Vanguard S&P Index 500 Fund	201,792 units	21,903,280	16,376,211
Vanguard Wellington Fund	526,740 units	14,603,655	12,936,969
Huntington Money Market Fund *	10,226,299 units	10,226,299	10,226,299
T. Rowe Price Mid-Cap Growth Fund	173,747 units	6,520,051	5,393,433
Bond Fund of America	407,244 units	5,217,054	5,172,015
Franklin Small Cap Growth Fund	233,320 units	7,388,373	5,121,612
Huntington Growth Fund *	152,171 units	6,464,582	4,979,161
Neuberger & Berman Partners Trust Fund	297,675 units	5,013,270	3,581,216
Fidelity Low-Priced Stock Fund	140,961 units	3,900,531	3,548,364
EuroPacific Growth Fund	150,766 units	3,349,205	3,437,601
Janus Enterprise Fund	105,078 units	3,808,367	2,411,669
Huntington Income-Equity Trust Fund *	82,659 units	2,863,209	2,391,358
The Huntington Fixed Income Securities Fund *	75,289 units	1,559,642	1,601,376
The Huntington Mid-Corp America Fund *	115,228 units	1,167,838	1,040,567
The Huntington Dividend Capture Fund *	97,524 units	984,711	938,206
Huntington Rotating Index Fund *	56,558 units	477,633	427,586
The Huntington New Economy Fund *	44,701 units	437,477	391,168
Huntington International Equity Fund *	34,704 units	255,005	231,153
Total Mutual Funds		96,140,182	80,205,964
Total Investments		\$226,027,197	\$245,110,587
Notes Receivable from Participants:	\$3,191 principal amount; interest rate of 10.00% maturing in 2005.	—	3,191

* Indicates party-in-interest to the Plan.

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report of Huntington Investment and Tax Savings Plan (“the Plan”) on Form 11-K for the year ended December 31, 2002, as filed with the Securities and Exchange Commission on the date hereof (the “Report”), the undersigned officers of Huntington Bancshares Incorporated to their knowledge certifies, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Plan.

A signed original of this written statement required by Section 906 has been provided to Huntington Bancshares Incorporated and will be retained by Huntington Bancshares Incorporated on behalf of the Plan and furnished to the Securities and Exchange Commission or its staff upon request.

Dated: June 27, 2003

/s/ Catherine H. Malear
Catherine H. Malear
Executive Vice President
Huntington Bancshares Incorporated

/s/ John D. Van Fleet
John D. Van Fleet
Senior Vice President
Huntington Bancshares Incorporated