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) March 31, 2009

HUNTINGTON BANCSHARES INCORPORATED

(Exact name of registrant as specified in its charter)

Maryland	001-34073	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 8.01 Other Events.

On March 31, 2009, Huntington Bancshares Incorporated ("Huntington") announced the consummation of a series of transactions (collectively, the "Transaction") that restructured the relationship between Huntington's wholly owned subsidiary, The Huntington National Bank (the "Bank"), and Franklin Credit Holding Corporation ("FCHC"). Franklin Credit Management Corporation ("FCMC"), Franklin Credit Asset Corporation ("FCAC") and Tribeca Lending Corp. ("Tribeca") are all wholly owned subsidiaries of FCHC (FCMC, FCAC, Tribeca, together with the subsidiaries of FCAC and Tribeca (the "Subsidiaries") are together with FCHC, the "Franklin Entities").

As of March 31, 2009, the Franklin Entities had contractual debt obligations (collectively, the "Loans") to the Bank and its Participants (as defined below) of approximately $1.38 billion. The Loans were secured by consumer mortgage loans (the "Consumer Mortgage Loans") and REO properties (the "Consumer REO Assets") (collectively, the "Mortgage Assets") and also by the Franklin Entities' other assets. M&I Marshall & Ilsley Bank and BOS (USA) Inc. are participants in the Loans (the "Participants").

The Transaction consisted principally of the following:

1. amendment and restatement of the Loans;
2. the transfer of the majority of the Mortgage Assets (the "Contributed Assets") by certain of the Subsidiaries (the "Transferors") to a newly formed Delaware statutory trust, Franklin Mortgage Asset Trust 2009-A (the "Trust"), of which Bank serves as the administrator;
3. the formation by Transferors of Franklin Asset, LLC ("Franklin LLC"), to which Transferors contributed the Trust certificates (the "Trust Certificates") described below in exchange for membership interests in Franklin LLC;
4. the issuance of Trust Certificates as follows:
   a. an undivided 100% interest of the Bank's portion of the Consumer Mortgage Loans (the "Bank Consumer Loan Certificate") and Consumer REO Assets (the "Bank Consumer REO Certificate", and together with the Bank Consumer Loan Certificate, the "Bank Trust Certificates") (the Bank Trust Certificates represent approximately 83% of the Contributed Assets considered in the aggregate (such portion, the "Bank Contributed Assets")); and
   b. an undivided 100% interest in the portion of the Consumer Mortgage Loan Assets allocated to the Participants and Consumer REO Assets (the "Participants Trust Certificates") (the Participants Trust Certificates represent approximately 17% of the Contributed Assets considered in the aggregate (such portion, the "Participants Contributed Assets"));

5. the contribution of the Bank Trust Certificates by Franklin LLC to its wholly owned subsidiary, Franklin Asset Merger Sub, LLC ("Merger Sub");
6. the merger of Merger Sub with and into HCFFL, LLC ("REIT LLC"), a wholly owned subsidiary of Huntington Capital Financing, LLC, which is a wholly owned indirect operating subsidiary of the Bank ("REIT");
7. the issuance by REIT to Franklin LLC of Class C Preferred Shares and Common Shares of REIT having in the aggregate a value equal to the fair market value of the Bank Trust Certificates, which as of March 31, 2009, was approximately $477.3 million (such shares collectively, the "Franklin REIT Shares"); and
8. the contribution by REIT LLC of the Bank Consumer REO Certificate to its wholly owned subsidiary, Huntington Capital Financing OREO, Inc. ("REO Sub").

The Class C Preferred Shares of REIT are voting shares with reduced voting rights, but the overwhelming majority of voting rights remain with the Common Shares of REIT, which are controlled by Bank and its affiliates. The Class C Preferred Shares have a liquidation value of $100,000 per share and an annual cumulative dividend rate of 9% of such liquidation value.

In connection with the amendment and restatement of the Commercial Loans (the "Restructured Loans"): (i) the Participants Trust Certificates (but not the Bank Trust Certificates) are pledged to Bank, as agent for itself and Participants, as collateral for the Restructured Loans; (ii) the Franklin REIT Shares are pledged as collateral for the Restructured Loans; and (iii) FCHC pledged 70% of the common equity in FCMC to the Bank. 70% of the total distributions on the stock of FCMC will be transferred to Huntington by FCHC, and be credited against interest and principal on the commercial Loans. As a result: (i) net collections on the Participants Contributed Assets will be distributed monthly by Trust for the benefit of Franklin LLC and actually paid directly to Bank, as agent for Participants, pursuant to the credit agreement relating to the Restructured Loans; (ii) net collections on the Bank Contributed Assets will be distributed monthly by Trust, free and clear of any security interest under the Restructured Loans, to REIT LLC and REO Sub as holders, respectively, of the Bank Consumer Loan Certificate and the Bank Consumer REO Certificate; and (iii) dividends on the Franklin REIT Shares will be paid quarterly for the benefit of Franklin LLC and actually paid directly to Bank pursuant to the credit agreement relating to the Restructured Loans.

Also as part of the transaction, Trust entered into a servicing agreement with FCMC for FCMC to service and collect the Contributed Assets.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	*Description*
99.1	News Release of Huntington Bancshares Incorporated, dated March 31, 2009.

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: April 6, 2009

By: /s/ Richard A. Cheap

Richard A. Cheap, Secretary

Exhibit 99.1

NEWS RELEASE

FOR IMMEDIATE RELEASE
March 31, 2009

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HUNTINGTON BANCSHARES ANNOUNCES RESTRUCTURING OF FRANKLIN CREDIT RELATIONSHIP

- **Provides Huntington control and flexibility over Franklin's mortgage loans and OREO assets. Maximizes recovery value to Huntington**
- **29 basis point increase to the tangible common equity ratio**
- **Creates opportunity for Franklin to independently pursue third-party loan servicing business**
- **Huntington retains ability to be repaid out of a significant percentage in future profits generated from Franklin's on-going loan servicing business activities**
- **$160 million after-tax one-time benefit realized**

COLUMBUS, Ohio — Huntington Bancshares Incorporated (NASDAQ: HBAN) announced today that it has restructured its relationship with Franklin Credit Management Corporation (Franklin).

"This restructuring is a very positive development for Huntington's shareholders," said Stephen D. Steinour, chairman, president, and chief executive officer. "This transaction allows Huntington to take control of the mortgage loans and OREO assets that previously served as the collateral for our commercial loans to Franklin and immediately adds 29 basis points to our tangible common equity ratio. Importantly, we can accelerate the resolution and recovery of the value embedded in these assets as this relieves Franklin from the ownership of these assets. In addition, Franklin can devote more of their attention to developing their servicing business. The restructuring resulted in a one-time $160 million after-tax benefit."

"It has been our objective to unlock the value of Franklin's known expertise in servicing troubled mortgage assets for the benefit of our shareholders," he continued. "Given the current economic environment, a number of investors are seeking to acquire troubled mortgage portfolios. But a major roadblock for them has been finding an entity like Franklin with the proven expertise and capacity to service this type of mortgage asset. This restructuring not only gives Franklin the freedom to independently pursue the acquisition of such third-party servicing arrangements, but increases Huntington's ability to collect a greater share of its outstanding loans."

Huntington noted that it acquired control of the approximately 30,000 mortgages that formerly represented the collateral to its Franklin commercial loan. This provides Huntington the flexibility to accelerate problem loan resolution to the benefit of the borrowers, as well as its shareholders. Such benefits include:

- Refinancing opportunities using a number of programs such as Hope for Homeowners. Approximately $25 million is currently in process of refinancing.
- The control and flexibility to maximize the recoverable values while keeping owners in their homes, thus minimizing foreclosures.
- Expedited cash collection on the disposition of OREO assets as Huntington now controls the listing prices and liquidation decisions of these properties. Of this amount, $80 million of OREO assets could be disposed of over the next several quarters.

Impact to Huntington

- $615 million of existing non-accrual commercial loans to Franklin are eliminated. These balances at year end were $650 million, with the reduction since then reflecting 2009 first quarter cash payments to date.
- $130 million Franklin-specific allowance for credit losses was eliminated.
- $494 million of fair value first and second lien mortgages were acquired, of which $127 million represented accruing loans.
- No initial allowance for credit losses related to acquired mortgage loans was established since assets were recorded at fair value. Future related net charge-offs and provision for credit losses and related allowance for credit loss levels will reflect the on-going performance of the mortgages consistent with Huntington policies.
- Future loan modifications at below-market terms will be accounted for as troubled debt restructurings consistent with Huntington policies.
- $80 million of OREO assets were acquired at fair value including costs to sell.
- $249 million net reduction in non-accrual loans as $615 million of commercial non-accrual loans is eliminated, partially offset by a $366 million increase in mortgage non-accrual loans.
- $96 million of other borrowings, reflecting the fair value of debt secured by the mortgage loans which is owed by Franklin to the other participant banks. Huntington has no obligation on this debt.

Restructuring Specifics

- $494 million of fair value first and second lien mortgages and $80 million of OREO assets at fair value were acquired by Huntington.

- New servicing contract entered into with Franklin to service acquired first and second lien mortgages and OREO properties.
- The acquisition of the mortgage loans and OREO assets created a deferred tax asset of $160 million recognized for financial statement purposes.

Conference Call / Webcast Information

Huntington's senior management will host a conference call tomorrow morning, April 1, 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 93294160. Slides will be available at www.huntington-ir.com about 30 minutes prior to the call at 8:00 a.m. (Eastern Daylight Time) for review during the call. A replay of the webcast will be archived in the Investor Relations section of Huntington's web site www.huntington.com. A telephone replay will be available about two hours after the completion of the call through April 11, 2009, at 800-642-1687; conference ID 93294160.

About Huntington

Huntington Bancshares Incorporated is a $54 billion regional bank holding company headquartered in Columbus, Ohio. Huntington has more than 143 years of serving the financial needs of its customers. Huntington's banking subsidiary, The Huntington National Bank, provides innovative retail and commercial financial products and services through over 600 regional banking offices 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 through offices located in Indiana, Kentucky, Michigan, Ohio, Pennsylvania, and West Virginia. 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 made available through the headquarters office in Columbus, a limited purpose office located in the Cayman Islands, and another located in Hong Kong.

About Franklin

Franklin is a specialty consumer finance company headquartered in Jersey City, New Jersey, primarily engaged in the servicing and resolution of performing, reperforming, and nonperforming residential mortgage loans. Franklin's portfolio consists of loans secured by 1-4 family residential real estate that generally fall outside the underwriting standards of the Federal National Mortgage Association (FNMA or Fannie Mae) and the Federal Home Loan Mortgage Corporation (FHLMC or Freddie Mac) and involve elevated credit risk as a result of the nature or absence of income documentation, limited credit histories, and higher levels of consumer debt, or past credit difficulties.

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