Filing under Rule 424(b)(3)

Amended Pricing Supplement No. 3

Dated: March 11, 1996

Registration Statement No. 33-63175

(To Prospectus dated October 6, 1995, and Prospectus Supplement dated October 17, 1995)

CUSIP No. 44615QAN7

\$750,000,000

HUNTINGTON BANCSHARES INCORPORATED

MEDIUM-TERM NOTES, SERIES B

<TABLE> <CAPTION> <S>

Principal amount: \$50,000,000 Interest Rate (if fixed rate): 5.70% Stated Maturity: MARCH 14, 1997 Minimum denominations: \$100,000 Issue Price (as a percentage of principal amount): A/S Selling Agent's commission (%): 0.02875%

Purchasing Agent's discount

or commission (%): N/A Net proceeds to the Company: \$49,985,625

Settlement date (original issue date): MARCH 14, 1996 Redemption Commencement Date (if any): N/A

Initial Redemption Percentage (if any): N/A

Annual Redemption Percentage Reduction (if any): N/A Repayment Date (if any): N/A

Initial Repayment Percentage (if any): N/A

Annual Repayment Percentage Reduction (if any): N/A

</TABLE>

Floating Rate Notes: Interest Rate Basis: N/A Index Maturity: N/A Spread: N/A Spread Multiplier: N/A Maximum Rate: N/A Minimum Rate: N/A Initial Interest Rate: N/A Interest Reset Date(s): N/A Interest Reset Period: N/A

Interest Determination Date(s): N/A Calculation Date(s): N/A Interest Payment Date(s): MARCH 14, 1997 Interest Payment Period(s): ANNUALLY Regular Record Date(s): 15 CALENDAR DAYS

> PRIOR TO INTEREST PAYMENT DATE

Additional terms: INTEREST ON THE NOTE WILL BE COMPUTED ON THE BASIS OF THE ACTUAL NUMBER OF DAYS IN THE YEAR DIVIDED BY 360.

As of the date of this Pricing Supplement, the aggregate initial public offering price of the Debt Securities (as defined in the Prospectus) which have been sold (including the Notes to which this Pricing Supplement relates) is \$135,000,000.

"N/A" as used herein means "Not Applicable." "A/S" as used herein means "as stated in the Prospectus Supplement referred to above."

SMITH BARNEY, INC.