

SCHEDULE 14A  
(RULE 14A)  
INFORMATION REQUIRED IN PROXY STATEMENT  
SCHEDULE 14A INFORMATION  
PROXY STATEMENT PURSUANT TO SECTION 14(A) OF THE SECURITIES  
EXCHANGE ACT OF 1934

Filed by the Registrant  [ X ]

Filed by a Party other than the Registrant  [ ]

Check the appropriate box:

<TABLE>  
<S>  
[ ] Preliminary Proxy Statement  [ ] CONFIDENTIAL, FOR USE OF THE  
COMMISSION ONLY (AS PERMITTED BY RULE  
14A-6(E)(2))  
[ ] Definitive Proxy Statement  
[ X ] Definitive Additional Materials  
[ ] Soliciting Material Pursuant to sec.240.14a-11(c) or sec.240.14a-12  
</TABLE>

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

(NAME OF PERSON(S) FILING PROXY STATEMENT, IF OTHER THAN THE REGISTRANT)

Payment of filing fee (Check the appropriate box):

[ X ] No fee required.

[ ] Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

(1) Title of each class of securities to which transaction applies:

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(2) Aggregate number of securities to which transaction applies:

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(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

-----

(4) Proposed maximum aggregate value of transaction: -----

(5) Total fee paid: -----

[ ] Fee paid previously with preliminary materials.

[ ] Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid: -----

(2) Form, Schedule or Registration Statement No.: -----

(3) Filing Party: -----

(4) Date Filed: -----

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Huntington Bancshares  
Incorporated

[LOGO]

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Building on Core Competencies

- o 34th Largest Banking Organization in United States
- o Total Assets \$21.6 billion; ROA 1.35%
- o Strong Geographic Markets
- o Technology Pioneering
- o Track Record of Improving Efficiencies

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FASTEST GROWING MARKETS IN U.S.

- o Principal states: Ohio, Michigan, Kentucky, Indiana, West Virginia and Florida
- o Growing faster than the U.S. as a whole

<TABLE>  
<CAPTION>

5 Year Growth Rate	Huntington Market	United States
<S>	<C>	<C>
Population	0.93%	1.05%
Gross State Product	2.77%	1.88%
Employment	1.74%	1.39%

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TECHNOLOGY PIONEER:  
A STEP-BY-STEP PLAN

- 1990: Basic Data Integration and Voice Response
- 1991: Developing Technology Partnerships
- 1992: Direct Bank, Chex
- 1993: Bill Pay
- 1994: Huntington Access, Business Service Center
- 1995: Debit Card, EC Company
- 1996: CyberMark LLC, Huntington Web Bank/  
Security First Network Bank
- 1997: Hogan, Huntington View,  
Data Warehouse

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EFFICIENCY RATIO

- o Increased Revenues
- o Utilization of Technology

<TABLE>  
<CAPTION>

1994	1995	1996	1997
<S>	<C>	<C>	<C>
61	59	56	50

</TABLE>

ONE BANK

- o Consolidate Operations and Support
- o Migrate to Common Operating System
- o Streamline Sales - Distribution Network
- o Merge All Banks into Huntington Nat'l Bank

NEW CORE COMPETENCIES

- o Manage Integrated Distribution Systems
  - o Branch as Sales Office
  - o Electronic Banking
  - o Home Banking
    - Web Bank
    - Direct Bank
  - o Private Financial Group
- o Strengthen Sales Focus
- o Integrated Marketing Strategy
- o Business Enabling Technology

MAXIMIZE SALES - DISTRIBUTION NETWORK

<TABLE>  
<CAPTION>

	Banking Office Configuration	1995	1996	1997
<S> ADDING "TOUCHPOINTS" FOR EXPANDED REACH	<C> Full Service	<C> 288	<C> 283	<C> 280
	ATM	381	613	858
	Other	34	47	57
	Total	703	943	1195
	Growth	19%	34%	27%

</TABLE>

BRANCH AS SALES OFFICE

PAST	PRESENT
	o 75
	o 45
	o 25
BALANCES	UNITS OF SALE

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ELECTRONIC BANKING REVENUE  
(in millions)

	1995	1996	1997
o Access Offices	2.175	10.358	21.169
o ATM Deployment			
o Access/Debit Cards			
o Bill Pay			
o Home Banking			

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HOME BANKING

Web Bank + Huntington Direct = Huntington at Home

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HUNTINGTON WEB BANK  
HOUSEHOLD PROFITABILITY

<TABLE>  
<CAPTION>

	Web Bank	Total Bank
<S>	<C>	<C>
Households	4,508	1,363,300
Avg. Accounts/HH	6.8	2.8
Avg. Services/HH	5.2	2.2
Avg. Profit/HH	\$54.77	\$26.84
Avg. Balances/HH	\$16,714	\$16,981

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HUNTINGTON DIRECT

Total Calls (MM)			Total Sales (M)			Sales/Call Ratio(%)		
'95	'96	'97	'95	'96	'97	'95	'96	'97
3.2	7.9	10.8	200	270	343	11.3	12.9	13.3
Plan			Plan			Plan		

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- o Reaches Out to Baby Boomers
- o Private Banking
- o Trust Up 12%
- o Insurance Up 31%
- o 450 Licensed Brokers
- o Investment Sales up 51%

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NEW CORE COMPETENCIES

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A NEW SALES CULTURE

- o Cohen-Brown Sales Training
- o Focus on Unit Sales
  - o new compensation structure
  - o emphasis on non-interest income
- o Sales Goals For Every Employee
  - o daily reviews

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TOTAL RETAIL SALES PER FTE

Week 1	Week 5	Week 7	Week 9
2.5	3.2	3.7	3.9

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NEW CORE COMPETENCIES

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BRAND CAMPAIGN

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Take  
Control  
of  
Your  
Money.

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DATA WAREHOUSE

<TABLE>  
<CAPTION>

Huntington Households	%	Average Age	Average Income
Fee Driven	9	35	16,301
Credit Driven	19	30	49,594
Middle Market	30	42	47,717
Depositor	28	66	30,542
Upscale	14	54	100,922

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DATA WAREHOUSE

- o 82% of profits are derived from 20% of customers
- o 20% of households control 55% of deposits
- o 96% of all households have one unprofitable account

Huntington Household Profitability

	%	NO. OF PRODUCTS
HIGHLY PROFITABLE	20	3.2
PROFITABLE	59	2.5
NOT PROFITABLE	21	1.4

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DATA WAREHOUSE

CUSTOMER PROFILE

TOP THREE RECOMMENDED                      CENTRAL                      SALES

PRODUCTS

INFORMATION  
SYSTEM

FORCE

PROBABILITY OF SALE

CUSTOMER'S CURRENT PROFITABILITY

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NEW CORE COMPETENCIES

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BUSINESS ENABLING TECHNOLOGY

- o Huntington View
  - o Balance Reporting
  - o Cash Flow Management
  - o Funds Transfer
  - o Electronic Mail
  - o Investments
- o Business Service Center
  - o Streamline Approval for Loans <\$250K
  - o Credit Scoring
  - o 24-48 Hour Approval

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RESULTS:

A MAJOR SMALL BUSINESS LENDER

97% of the Huntington's Market is Small Business	Greater than \$5 million	2%
	\$250,000 to \$5 million	17%
	\$100,000 to \$250,000	23%
	Less than \$100,000	58%

- o Ranked 22nd in U.S.
- o Expanded Cash Management Services

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AUTO FINANCING  
LEADERSHIP

Among Top 5  
U.S. Providers  
-J.D. Powers

- o Loan, Lease, Floor Plan, Insurance
- o Auto Financing up 14%
- o Expansion into Add-on Products





	Grand Rapids MSA	United States
	-----	-----
1980-1990	11.5%	9.8%
1990-1996	7.2%	7.0%
1996-2000	6.0%	3.8%

- o Ranked 22nd in U.S. Top 50 fastest growing metro areas (8.23% '90-'96)
- o One of only four midwestern metro areas in this top 25 (Grand Rapids, Minneapolis-St. Paul, Columbus, Indianapolis)

Notes: (1) Securities Development of Labor, Michigan Securities Commission  
(2) Bureau of the Census, U.S. Department of Commerce, Market Statistics S & MM 1996 "Survey of Buying Power"

#### FINANCIALLY ACCRETIVE TRANSACTION

	Pro Forma Earnings	
	-----	-----
	1998	1999
HBAN Estimated EPS	\$2.21	\$2.41
Pro Forma EPS	2.23	2.50
Accretion	1%	4%

- o Drivers
  - o \$19 million cost reduction in 1998
  - o \$32 million cost reduction in 1999
  - o \$12 million revenue enhancements in 1999

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#### HISTORY OF SHAREHOLDER VALUE CREATION

- o Compound Annual Return to Shareholders\*
  - o 1 Year 24.7%
  - o 5 Year 26.1%
  - o 10 Year 19.3%
  - o 20 Year 21.0%
- o Compound Dividend Growth 13.2%

\*Assumes reinvestment of all dividends

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HUNTINGTON BANCSHARES, INC.

LOGO

Target ROE: 18% plus  
Target ROA: 1.30%  
Target Efficiency Ratio: 50%

Take Control of Your Money.

SPRING 1997                      HUNTINGTON                      NASDAQ:HBAN  
BANCSHARES [LOGO] INCORPORATED

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INVESTMENT FEATURES

- DIVIDEND REINVESTMENT PLAN
- o partial and full dividend reinvestment
  - o optional cash purchases

VALUE ADDED

- o five-year total return of 26.1%
- o Stock price appreciated 20.7% in 1996
- o Ten-year compound dividend growth of 13.2%

CONTINUED PROFITABILITY

1996 ROA = 1.31%  
1996 ROE = 17.33%

HIGH QUALITY, DIVERSIFIED LOAN PORTFOLIO

- o historically low chargeoffs
- o non-performing loans less than 1% of total loans

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20-YEAR RETURN TO SHAREHOLDERS

20.7%  
20-YEAR COMPOUND  
AVERAGE ANNUAL TOTAL RETURN

76	1,000
77	1,108
78	1,272
79	1,282
80	1,251
81	1,397
82	1,529
83	3,724
84	5,180
85	7,774
86	7,355
87	6,767
88	7,894
89	10,887
90	7,099
91	13,598
92	20,441
93	24,077
94	22,888
95	34,507
96	42,916

Assumes limited investment of \$1,000 and reinvestment of all dividends

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TOTAL RETURN TO SHAREHOLDERS

1 YEAR	24.7%
5 YEAR	26.1%
10 YEAR	19.3%
20 YEAR	20.7%

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INVESTMENT DATA (AS OF 3/31/97)

52 WEEK RANGE: 31 3/4 - 21 1/4  
SHARES OUTSTANDING: 142.8 MILLION  
BOOK VALUE: \$10.82  
ANNUAL CASH DIVIDEND: \$0.80

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CORPORATE PROFILE

- o Regional bank holding company with assets in excess of \$20 billion
- o Headquartered in Columbus, Ohio
- o Operate 419 banking and non-banking offices
- o Subsidiaries engage in retail and commercial banking, trust, investment and mortgage banking and other financial services

Non-Banking offices only [Map]

Banking and Non-Banking Offices [Map]

[logo]

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FINANCIAL HIGHLIGHTS

Total Assets*	\$20,255	\$20,852
Total Loans*	\$13,262	\$14,261
Total Deposits*	\$12,637	\$13,386
Total Risk-Based Capital Ratio	12.03%	11.31%

Non Performing Loans/Total Loans	.41%	.35%
Reserve Coverage of Non Performing Loans	354%	394%
Return on Assets	1.28%	1.31%
Return on Equity	16.27%	17.33%
EPS	\$1.62	\$1.80

\*Dollars in millions

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STRATEGIES FOR FUTURE GROWTH

PROFITABILITY TARGETS: ROA>1.30%, ROE>18.0%

- o Position bank as a strong sales organization
- o Continue to emphasize growth in deposits and fee-based businesses
- o Maximize net interest income while prudently managing liquidity, credit and interest rate risks
- o Control expense growth--improve operating efficiency
- o Maintain leadership position through the strategic application of technology to banking services
- o Expand market share through internal growth and select acquisitions which enhance shareholder value

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FOR MORE INFORMATION, CONTACT

[LOGO]                    CHERI GRAY  
                             Investor Relations  
                             (614) 480-3803

Huntington Bancshares Incorporated  
Huntington Center, HC0635  
Columbus, Ohio 43287

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10-YEAR DIVIDEND HISTORY

- o Thirty-six consecutive years of increased cash dividends
- o Stock dividend or stock split issued in each of the past 23 years

13.2%  
10-Year Compound Annual  
Dividend Growth Rate\*

'87	.25
'88	.27
'89	.30
'90	.35
'91	.40
'92	.44
'93	.51
'94	.62
'95	.70
'96	.76

\* Restated for stock dividends and splits.

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5-YEAR TOTAL RETURN COMPARISON

26.1%  
5-Year Total Return

	'91	'92	'93	'94	'95	'96
HBI	\$100	\$151	\$178	\$169	\$258	\$319
KBW50	\$100	\$128	\$134	\$128	\$204	\$289
S&P 500	\$100	\$108	\$118	\$120	\$165	\$203

Assumes initial investment of \$100 and reinvestment of all dividends.

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HUNTINGTON WEB SITE

Visit our Web Site at [www.huntington.com](http://www.huntington.com)

FMB  
First Michigan Bank  
Corporation

David M. Ondersma  
Chairman and Chief Executive Officer

July 31, 1997

Dear Shareholder,

First Michigan Bank Corporation reported another record quarter for the three months ended June 30, 1997. Net income for the second quarter of 1997 was \$11,057,000, an 8.4% increase over 1996. Total assets rose 11.1% in the past 12 months, to \$3,673,155,000 on June 30, 1997.

It is a tribute to the entire FMB team that our company sustained strong sales and continued growth during a quarter which also brought significant changes. As you know, FMB announced on May 5, 1997 that it had signed a definitive agreement to affiliate with Huntington Bancshares Incorporated of Columbus, Ohio. This agreement is subject to shareholder and regulatory approval.

You should have received by now the proxy statement/prospectus concerning this merger. Your vote is very important, and I urge you to return your signed proxy and, if possible, plan to attend our special shareholders meeting on September 9, at 9:30 a.m., at Rembrandt's at Bridgewater, 333 Bridge Street NW, Grand Rapids. I know the proxy statement/prospectus is lengthy and often uses legal language, but I encourage you to read the document. Let me call to your attention a page entitled "Questions and Answers About the Merger," a copy of which I have attached to this letter.

By unanimously approving the proposed merger, the Board believes this proposal is in the best interest of our shareholders. Therefore, the Board recommends that you vote in favor of the transaction. The offer received from Huntington reflects one of the highest prices in the nation paid for a banking company, as a multiple of earnings and book value, when compared to other mergers of First Michigan's size. First Michigan shareholders also can expect to receive a 28% increase in cash dividends as a shareholder of Huntington if Huntington continues to maintain its present cash dividend rate.

Planning for the integration of our two companies is underway. Because both of us share a similar customer service philosophy, we are confident that FMB bankers will continue to meet customer needs with the same high standards as they have done in the past.

Your second quarter dividend is enclosed and includes a dividend on the new shares awarded in FMB's annual 5% stock dividend. Because the Dividend Reinvestment Program has been suspended, all dividends are being paid in cash. You will receive information on the Huntington Bancshares Dividend Reinvestment Plan following the completion of the merger.

Thank you for your continued support of our company.

Sincerely,

/s/ David M. Ondersma

David M. Ondersma  
Chairman and Chief Executive Officer