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: JULY 14, 1998

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

Maryland	0-2525	31-0724920
(STATE OR OTHER JURISDICTION OF INCORPORATION OR ORGANIZATION)	(COMMISSION FILE NO.)	(IRS EMPLOYER IDENTIFICATION NUMBER)

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)

ITEM 5. OTHER EVENTS.

On July 14, 1998, Huntington Bancshares Incorporated ("Huntington") issued a news release announcing its earnings for the second quarter and six months ended June 30, 1998. The information contained in the news release, which is attached as an exhibit to this report, is incorporated herein by reference.

On July 21, 1998, Huntington filed a Request for Withdrawal of its Registration Statement on Form S-3, Registration No. 333-48667, that was originally filed with the Securities and Exchange Commission on March 26, 1998. Huntington is withdrawing the Registration Statement because it does not intend to conduct the offering of shares of Common Stock contemplated in the Registration Statement. No shares of Common Stock of Huntington have been sold, or will be sold, pursuant to the Registration Statement.

The information contained or incorporated by reference in this Current Report on Form 8-K may contain forward-looking statements 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, and the nature and extent of legislative and regulatory actions and reforms.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS.

(c) Exhibits.

Exhibit 99 -- News release of Huntington Bancshares Incorporated, dated July 14, 1998.

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: July 21, 1998 By: /s/ Gerald R. Williams

Gerald R. Williams, Executive Vice President
and Chief Financial Officer

EXHIBIT INDEX

Exhibit No.	Description	Page
99 *	News release of Huntington Bancshares Incorporated issued on July 14, 1998.	

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* Filed with this report.

Exhibit 99

NEWS RELEASE [HUNTINGTON BANKS LOGO]

FOR IMMEDIATE RELEASE
SUBMITTED: JULY 14, 1998

FOR FURTHER INFORMATION, CONTACT:

MEDIA		ANALYSTS	
HILLARY JEFFERS	(614) 480-5413	LAURIE COUNSEL	(614) 480-3878
		CHERI GRAY	(614) 480-3803

HUNTINGTON BANCSHARES' SECOND QUARTER YIELDS SUCCESSFUL FLORIDA BRANCH INTEGRATION AND 10% INCREASE IN EARNINGS

PROPOSED STOCK OFFERING CANCELLED

COLUMBUS, Ohio -- Huntington Bancshares Incorporated (NASDAQ: HBAN; www.huntington.com) today reported second quarter basic earnings per share of $.48 and announced the successful conversion of its Florida acquisition of 60 banking offices totaling $1.3 billion in loans and $2.3 billion in deposits. The acquisition, which closed June 26, 1998, brings total deposits in the Florida market to nearly $4 billion and makes Huntington the sixth largest bank in the state. The company formerly announced that, in conjunction with the Florida acquisition, it intended to issue up to 8.5 million shares of common stock. During the second quarter, Huntington began to strategically reposition its balance sheet by decreasing its investment securities held for sale by $2.0 billion and exiting its out-of-market credit card operations. These actions, combined with the issuance of $300 million in subordinated debt and $100 million in trust preferred securities, eliminated the need for the proposed common stock offering. Accordingly, the company will withdraw its registration statement previously filed with the Securities and Exchange Commission in connection with the offering.

"Our efforts in the second quarter were important for both the financial results we achieved and for the numerous strategic actions we took to ensure the future success of The Huntington," said Frank Wobst, chairman and chief executive officer of Huntington Bancshares Incorporated. "I am very pleased with the smooth integration of the new Florida offices and the promise they bring to our already existing presence in that state. I am also encouraged by the positive trends seen in the various sources of fee income, which were up 25% this quarter, particularly brokerage, insurance and mortgage banking."

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For the second quarter of 1998, Huntington reported net income of $92.3 million, compared with $83.6 million for the same period one year ago, an increase of 10.4%. Diluted earnings per share of $.47 for the quarter increased 9.3% from $.43 per share reported in the year-ago quarter. For the recent three months, Huntington's return on average equity (ROE) was 17.70% and return on average assets (ROA) was 1.42%, compared with 18.07% and 1.33% for the same three months in 1997. Year to date, Huntington's ROE was 17.72% and ROA was 1.40%, compared with 17.75% and 1.30% for the same six months in 1997. Comparative ROE, ROA and earnings per share (EPS) on a cash basis for the second quarter and year-to-date in 1998 and 1997 are outlined in the table below.

CASH BASIS

	2nd Qtr.		YTD	
	1998	1997	1998	1997
ROE	21.17%	21.90%	21.13%	21.24%
ROA	1.49%	1.40%	1.47%	1.37%
EPS	$.50	$.45	$.98	$.88

Commercial loan growth of 14% on a linked quarter basis showed strengthening trends. Mortgage loan origination continued to be strong with origination volume up 85% from the year-ago quarter. The $1.2 billion in mortgage loan production during the first half of this year nearly equals the total amount closed in 1997. Consumer loans grew 6% on a linked quarter basis, reflecting the impact of refinance activity on The Huntington's equity lending products. The company's continued focus on increasing transaction deposits is reflected in the linked quarter growth of 6.4%. Net interest income for the quarter was $247.4 million, down $7.4 million from the previous quarter, reflecting the decrease in earning assets and tighter loan spreads. The net interest margin was 4.23% in the second quarter versus 4.30% in the previous quarter.

Core non-interest income grew 25% to $97.4 million for the second quarter, compared with $77.9 million during the same period last year.

Reflecting increases across all categories, core non-interest income now represents 28% of total revenues, up from 22.8% a year ago, and moves the company closer to its 30% goal. Mortgage banking income increased 49.6% or $5.0 million due to continued strong origination activity, 25% of which came from referrals by the retail banking offices. ATM usage, The Huntington's Check Card product, telephone bill pay, and on-line banking services drove electronic banking fees up 21.4%, while brokerage and

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insurance income increased 36.2% over the second quarter of 1997. Off-balance sheet managed assets, namely insurance in force, trust assets, proprietary mutual funds and mortgage loans serviced totaled $21.1 billion and are growing at an annualized rate of 25.6%.

Non-interest expense for the quarter was $208.3 million, compared with $185.8 million one year ago. Much of the increase can be attributed to volume sensitive expenses such as higher sales commissions related to the increase in fee income and increased communications expenses due to expanded ATMs.

For the second quarter, the company increased its loan loss reserve to 1.50% compared with 1.39% for the same period last year. Net charge-offs as a percent of average loans were .41% for the 1998 second quarter, compared with .51% for the 1998 first quarter. Non-performing assets were $101.7 million, or .53% of total loans and other real estate.

The Huntington's average equity to average assets was 8.02% in the most recent three month period. Tier 1 and total risk-based capital ratios were 7.22% and 11.05%, respectively, at June 30, 1998.

Huntington Bancshares is a regional bank holding company headquartered in Columbus, Ohio with assets of $28 billion. Through its affiliated companies, The Huntington has more than 132 years of serving the financial needs of its customers.

The Huntington provides innovative products and services through its more than 600 offices in Florida, Georgia, Indiana, Kentucky, Maryland, Michigan, New Jersey, North Carolina, Ohio, Pennsylvania, South Carolina and West Virginia. International banking services are made available through the headquarters office in Columbus and additional offices located in the Cayman Islands and Hong Kong. The Huntington also offers products and services through its technologically-advanced, 24-hour telephone bank, a network of more than 1,300 ATMs and its Web Bank at www.huntington.com.

For faxed copies of current news releases, please call our fax-on-demand service, Company News on Call, at (800) 758-5804 extension 423276.

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HUNTINGTON BANCSHARES INCORPORATED
COMPARATIVE SUMMARY (CONSOLIDATED)
(in thousands, except per share amounts)

<CAPTION>

CONSOLIDATED RESULTS OF OPERATIONS	THREE MONTHS ENDED JUNE 30, 1998	THREE MONTHS ENDED JUNE 30, 1997	CHANGE %	SIX MONTHS ENDED JUNE 30, 1998	SIX MONTHS ENDED JUNE 30, 1997	CHANGE %
<S>	<C>	<C>	<C>	<C>	<C>	<C>
Interest Income	$491,268	$503,018	(2.3)%	$993,748	$978,892	1.5%
Interest Expense	243,839	240,060	1.6	491,471	468,383	4.9
Net Interest Income	247,429	262,958	(5.9)	502,277	510,509	(1.6)
Provision for Loan Losses	24,595	30,831	(20.2)	46,776	53,211	(12.1)
Securities Gains	14,316	3,604	N.M.	17,405	5,702	N.M.
Non-Interest Income	106,953	77,897	37.3	200,631	152,530	31.5
Non-Interest Expense	208,291	185,805	12.1	406,081	369,666	9.9
Provision for Income Taxes	43,503	44,220	(1.6)	85,661	85,082	0.7
NET INCOME	$ 92,309	$ 83,603	10.4%	$181,795	$160,782	13.1%
PER COMMON SHARE AMOUNTS						
Net Income per Common Share (1)						
Basic	$0.48	$0.44	9.1%	$0.95		

	THREE MONTHS ENDED JUNE 30, 1998	1997	CHANGE %	SIX MONTHS ENDED JUNE 30, 1998	1997	CHANGE %
					$0.85	11.8%
Diluted	$0.47	$0.43	9.3%	$0.93	$0.84	10.7%
Cash Dividends Declared (2)	$0.18	$0.16	12.5%	$0.36	$0.32	12.5%
Shareholders' Equity (period end) (2)	$10.08	$9.17	10.0%	$10.08	$9.17	10.0%
AVERAGE COMMON SHARES (1)						
Basic	192,363	191,346	0.5%	192,263	190,222	1.1%
Diluted	195,149	193,453	0.9%	194,761	192,344	1.3%
KEY RATIOS						
Return On:						
Average Total Assets	1.42%	1.33%		1.40%	1.30%	
Average Shareholders' Equity	17.70%	18.07%		17.72%	17.75%	
Efficiency Ratio	58.97%	54.09%		57.16%	55.33%	
Net Interest Margin	4.23%	4.54%		4.27%	4.47%	
Average Equity/Average Assets	8.02%	7.35%		7.90%	7.33%	
Period-end Capital Ratios (3):						
Tier I Risk-Based Capital	7.22%	8.99%		7.22%	8.99%	
Total Risk-Based Capital	11.05%	12.07%		11.05%	12.07%	
Tier I Leverage	6.76%	7.58%		6.76%	7.58%	

</TABLE>

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CONSOLIDATED STATEMENT OF CONDITION DATA	THREE MONTHS ENDED JUNE 30, 1998	1997	CHANGE %	SIX MONTHS ENDED JUNE 30, 1998	1997	CHANGE %
<S>	<C>	<C>	<C>	<C>	<C>	<C>
Average Total Loans	$17,843,277	$17,661,702	1.0%	$17,742,635	$17,352,413	2.2%
Average Total Deposits	$17,453,550	$17,348,782	0.6	$17,467,802	$16,861,153	3.6
Average Total Assets	$26,071,768	$25,238,176	3.3	$26,200,320	$24,912,199	5.2
Average Shareholders' Equity	$ 2,091,636	$ 1,856,000	12.7	$ 2,069,223	$ 1,826,682	13.3
ASSET QUALITY (PERIOD END)						
Non-performing loans	$ 80,137	$ 65,554				
Total non-performing assets	$ 101,653	$ 79,988				
Allowance for loan losses/total loans	1.50%	1.39%				
Allowance for loan losses/non-performing loans	357.97%	378.11%				
Allowance for loan losses and other real estate/non-performing assets	280.64%	306.51%				

</TABLE>

(1) Excludes impact of ten percent stock dividend to be distributed in July 1998.
(2) Adjusted for the ten percent stock dividend to be payable July 1998.
(3) Estimated.
N.M. - Not Meaningful