UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934
QUARTERLY PERIOD ENDED JUNE 30, 1998

Commission File Number 0-2525

HUNTINGTON BANCSHARES INCORPORATED

MARYLAND	31-0724920
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

41 SOUTH HIGH STREET, COLUMBUS, OHIO 43287

Registrant's telephone number (614) 480-8300

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months and (2) has been subject to such filing requirements for the past 90 days.

Yes X No _____

There were 211,688,612 shares of Registrant's without par value common stock outstanding on July 31, 1998.

PART I. FINANCIAL INFORMATION
1. FINANCIAL STATEMENTS

CONSOLIDATED BALANCE SHEETS

<TABLE>
<CAPTION>

(in thousands of dollars)	JUNE 30, 1998	December 31, 1997	June 30, 1997
<S>	<C>	<C>	<C>
ASSETS			
Cash and due from banks..	$ 1,151,784	$ 1,142,450	$ 1,105,343
Interest bearing deposits in banks.................................	278,400	39,618	1,776
Trading account securities...	30,244	7,082	6,585
Federal funds sold and securities purchased under resale agreements..............................	707,377	509,119	20,547
Mortgages held for sale..	305,741	192,948	149,568
Securities available for sale - at fair value.......................	4,467,986	5,709,814	5,152,257
Investment securities - fair value $29,898; $33,383; and $55,535, respectively.....................................	29,637	33,010	54,972
Total loans (1)..	19,061,839	17,738,248	17,821,299
Less allowance for loan losses................................	286,864	258,171	247,867
Net loans..	18,774,975	17,480,077	17,573,432
Premises and equipment...	496,840	389,481	391,502
Customers' acceptance liability....................................	25,906	27,818	42,573
Accrued income and other assets....................................	1,918,329	1,199,123	758,578

TOTAL ASSETS	$28,187,219	$26,730,540	$25,257,133
LIABILITIES AND SHAREHOLDERS' EQUITY			
Total deposits (1)	$19,666,248	$17,983,718	$17,637,871
Short-term borrowings	1,655,244	3,141,671	2,503,275
Bank acceptances outstanding	25,906	27,818	42,573
Medium-term notes	3,147,150	2,332,150	1,884,400
Subordinated notes and other long-term debt	749,692	498,889	599,398
Company obligated mandatorily redeemable preferred capital securities of subsidiary trusts holding solely the junior subordinated debentures of the parent company	300,000	200,000	200,000
Accrued expenses and other liabilities	509,130	520,903	459,616
Total Liabilities	26,053,370	24,705,149	23,327,133
Shareholders' equity			
Preferred stock - authorized 6,617,808 shares; none outstanding			
Common stock - without par value; authorized 500,000,000 shares; issued and outstanding 193,279,797; 193,279,797; and 184,008,147 shares, respectively	1,528,768	1,528,768	1,292,477
Less 853,882; 1,543,371; and 7,076,546 treasury shares, respectively	(22,832)	(36,791)	(160,557)
Capital surplus	393,296	404,235	455,641
Accumulated other comprehensive income	15,376	14,800	(25,080)
Retained earnings	219,241	114,379	367,519
Total Shareholders' Equity	2,133,849	2,025,391	1,930,000
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	$28,187,219	$26,730,540	$25,257,133

</TABLE>

(1) See page 10 for detail of total loans and total deposits.

See notes to unaudited consolidated financial statements.

CONSOLIDATED STATEMENTS OF INCOME

<TABLE>
<CAPTION>

	THREE MONTHS ENDED JUNE 30,		SIX MONTHS ENDED JUNE 30,	
	1998	1997	1998	1997
<S>	<C>	<C>	<C>	<C>
Interest and fee income				
Loans	$399,134	$409,740	$799,941	$792,708
Securities	84,369	90,385	181,540	180,875
Other	7,765	2,893	12,267	5,309
TOTAL INTEREST INCOME	491,268	503,018	993,748	978,892
Interest expense				
Deposits	162,153	162,498	324,405	310,871
Short-term borrowings	24,343	37,421	58,165	78,957
Medium-term notes	46,236	27,703	87,676	55,584
Subordinated notes and other long-term debt	11,107	12,438	21,225	22,971

TOTAL INTEREST EXPENSE	243,839	240,060	491,471	468,383
NET INTEREST INCOME	247,429	262,958	502,277	510,509
Provision for loan and lease losses	24,595	30,831	46,776	53,211
NET INTEREST INCOME AFTER PROVISION FOR LOAN LOSSES	222,834	232,127	455,501	457,298
Total non-interest income (1)	121,269	81,501	218,036	158,232
Total non-interest expense (1)	208,291	185,805	406,081	369,666
INCOME BEFORE INCOME TAXES	135,812	127,823	267,456	245,864
Provision for income taxes	43,503	44,220	85,661	85,082
NET INCOME	$ 92,309	$ 83,603	$181,795	$160,782
PER COMMON SHARE (2)				
Net income				
Basic	$0.44	$0.40	$0.86	$0.77
Diluted	$0.43	$0.39	$0.85	$0.76
Cash dividends declared	$0.18	$0.16	$0.36	$0.32
AVERAGE COMMON SHARES (2)				
Basic	211,599,836	210,481,123	211,489,136	209,244,218
Diluted	214,663,829	212,798,232	214,237,089	211,578,857

</TABLE>

(1) See page 11 for detail of non-interest income and non-interest expense.
(2) Adjusted for the ten percent stock dividend distributed July 1998.

See notes to unaudited consolidated financial statements.

<TABLE>
<CAPTION>

CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

(IN THOUSANDS, EXCEPT PER SHARE AMOUNTS)

	COMMON SHARES	COMMON STOCK	TREASURY SHARES	TREASURY STOCK	CAPITAL SURPLUS	ACCUMULATED OTHER COMPREHENSIVE INCOME	RETAINED EARNINGS	TOTAL
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
Six Months Ended June 30, 1997:								
Balance, beginning of period	182,265	$1,290,968	(9,285)	($204,634)	$401,176	($13,931)	$312,079	$1,785,658
Comprehensive Income:								
Net income							160,782	160,782
Unrealized net holding losses on securities								

available for sale arising during the period						(11,149)		(11,149)
Total comprehensive income								149,633
Stock issued for acquisition			2,881	65,220	12,560			77,780
Cash dividends declared							(67,614)	(67,614)
Stock options exercised			105	1,797	(957)			840
Treasury shares purchased			(1,430)	(37,581)				(37,581)
Treasury shares sold:								
Shareholder dividend reinvestment plan			534	11,968	2,345			14,313
Employee benefit plans			118	2,673	672			3,345
Pre-merger transactions of pooled subsidiary	1,743	1,509			39,845		(37,728)	3,626
Balance, end of period	184,008	$1,292,477	(7,077)	($160,557)	$455,641	($25,080)	$367,519	$1,930,000
SIX MONTHS ENDED JUNE 30, 1998:								
BALANCE, BEGINNING OF PERIOD	193,279	$1,528,768	(1,543)	($36,791)	$404,235	$14,800	$114,379	$2,025,391
COMPREHENSIVE INCOME:								
NET INCOME							181,795	181,795
UNREALIZED NET HOLDING GAINS ON SECURITIES AVAILABLE FOR SALE ARISING DURING THE PERIOD						576		576
TOTAL COMPREHENSIVE INCOME								182,371
STOCK ISSUED FOR ACQUISITION			160	3,883	(3,815)			68
CASH DIVIDENDS DECLARED							(76,933)	(76,933)
STOCK OPTIONS EXERCISED			510	9,597	(7,328)			2,269
TREASURY SHARES SOLD TO EMPLOYEE BENEFIT PLANS			19	479	204			683
BALANCE, END OF PERIOD	193,279	$1,528,768	(854)	($22,832)	$393,296	$15,376	$219,241	$2,133,849

</TABLE>

See notes to unaudited consolidated financial statements.

CONSOLIDATED STATEMENTS OF CASH FLOWS

<TABLE>
<CAPTION>

(in thousands of dollars)	SIX MONTHS ENDED JUNE 30, 1998	1997
<S>	<C>	<C>
OPERATING ACTIVITIES		
Net Income	$ 181,795	$ 160,782
Adjustments to reconcile net income to net cash		

provided by operating activities		
Provision for loan losses	46,776	53,211
Provision for depreciation and amortization	34,922	30,663
Deferred income tax expense	12,265	17,090
Increase in trading account securities	(23,162)	(4,712)
Increase in mortgages held for sale	(112,793)	(28,146)
Net gains on sales of securities	(17,405)	(5,702)
Net gains on sales of loans	(9,857)	(1,116)
Decrease in accrued income receivable	16,575	5,685
Net increase in other assets	(68,842)	(64,195)
(Decrease) increase in accrued expenses	(5,954)	3,386
Net (decrease) increase in other liabilities	(37,129)	25,672
NET CASH PROVIDED BY OPERATING ACTIVITIES	17,191	192,618
INVESTING ACTIVITIES		
(Increase) decrease in interest bearing deposits in banks	(238,782)	1,642
Proceeds from:		
Maturities and calls of investment securities	3,319	67,831
Maturities and calls of securities available for sale	387,959	419,317
Sales of securities	2,606,218	1,203,312
Purchases of:		
Investment securities	---	(2,962)
Securities available for sale	(1,611,060)	(1,153,899)
Proceeds from sales of loans	132,712	25,667
Net loan originations, excluding sales	(53,807)	(824,684)
Proceeds from disposal of premises and equipment	776	6,152
Purchases of premises and equipment	(66,492)	(27,433)
Proceeds from sales of other real estate	7,058	10,990
Purchase of Bank Owned Life Insurance	(200,000)	---
Net cash received (paid) in purchase acquisitions	344,046	(6,665)
NET CASH PROVIDED BY (USED FOR) INVESTING ACTIVITIES	1,311,947	(280,732)
FINANCING ACTIVITIES		
(Decrease) increase in total deposits	(728,747)	721,222
Decrease in short-term borrowings	(1,486,427)	(858,425)
Proceeds from issuance of long-term debt	300,000	91,049
Payment of long-term debt	(47,538)	(42,298)
Proceeds from issuance of medium-term notes	1,020,000	602,500
Payment of medium-term notes	(205,000)	(510,000)
Proceeds from issuance of preferred capital securities	100,000	200,000
Dividends paid on common stock, including pre-merger dividends of pooled subsidiary	(76,786)	(67,053)
Repurchase of common stock	---	(37,581)
Proceeds from issuance of common stock	2,952	22,163
NET CASH (USED FOR) PROVIDED BY FINANCING ACTIVITIES	(1,121,546)	121,577
CHANGE IN CASH AND CASH EQUIVALENTS	207,592	33,463
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD	1,651,569	1,092,427
CASH AND CASH EQUIVALENTS AT END OF PERIOD	$ 1,859,161	$ 1,125,890

</TABLE>

See notes to unaudited consolidated financial statements.

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

A. Basis of Presentation

The accompanying unaudited consolidated financial statements reflect all adjustments (consisting of normal recurring accruals) which are, in the opinion of management, necessary for a fair presentation of the consolidated financial position, the results of operations and cash flows for the interim periods presented. These unaudited consolidated financial statements have been prepared according to the rules and regulations of the Securities and Exchange Commission and, therefore, certain information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles have been omitted. The Notes to the Consolidated Financial Statements appearing in Huntington's 1997 Annual Report to Shareholders on Form 10-K should be read in conjunction with these interim financial statements.

B. Reclassifications

Certain amounts in the prior year's financial statements have been reclassified to conform with the 1998 presentation. These reclassifications had no effect on net income.

C. Recent Accounting Pronouncements

Pursuant to the Financial Accounting Standards Board (FASB) Statement No. 130, "Reporting Comprehensive Income", the Consolidated Statements of Changes in Shareholders' Equity include a new measure called "Comprehensive Income". Comprehensive Income includes net income as well as certain items that are reported directly within a separate component of stockholders' equity that bypass net income. Currently, Huntington's only component of Other Comprehensive Income is the unrealized gains (losses) on securities available for sale. The related before and after tax amounts are as follows ($ in thousands):

	THREE MONTHS ENDED JUNE 30,		SIX MONTHS ENDED JUNE 30,	
	1998	1997	1998	1997
Unrealized holding losses arising during the period:				
Gross	$ 22,000	$ 63,515	$ 18,296	$(11,413)
Related tax expense/(benefit)	7,729	(25,328)	6,407	(3,971)
Net	14,271	38,187	11,889	(7,442)
Reclassification adjustment for net gains realized during the period:				
Gross	(14,316)	(3,604)	(17,405)	(5,702)
Related tax expense	5,011	1,261	6,092	1,995
Net	(9,305)	(2,343)	(11,313)	(3,707)
Total Other Comprehensive Income (Loss)	$ 4,966	$ 35,844	$ 576	$(11,149)

In June 1997, the FASB issued Statement No. 131, "Disclosure about Segments of an Enterprise and Related Information". The provisions of this Statement require disclosure of financial and descriptive information about an enterprise's operating segments. The Statement defines an operating segment as a component of an enterprise that engages in business activities that generate revenue and incur expense. A segment is further defined as a component whose operating results are reviewed by the chief operating decision maker in the determination of resource allocation and performance, and for which discrete financial information is available. It also establishes standards for related disclosures about products and services, geographic areas, and major customers. This Statement is effective for fiscal years beginning after December 15, 1997; however, it is not required to be applied for interim reporting in the initial year of application. Accordingly, no segment information is included in the notes to these unaudited consolidated financial statements.

In June 1998, the FASB issued Statement No. 133, "Accounting for Derivative Instruments and Hedging Activities". This Statement establishes accounting and reporting standards requiring that every derivative instrument (including certain derivative instruments embedded in other contracts) be recorded in the balance sheet as either an asset or liability measured at its fair value. The Statement requires that changes in the derivative's fair value be recognized currently in earnings unless specific hedge accounting criteria are met. Special accounting for qualifying hedges allows gains and losses from derivatives to offset related results on the hedged item in the income statement, and requires that a company must formally document, designate, and assess the effectiveness of transactions for which hedge accounting is applied.

Statement No. 133 is effective for fiscal years beginning after June 15, 1999. It may be implemented earlier provided adoption occurs as of the beginning of any fiscal quarter after issuance (that is, fiscal quarters beginning June 16, 1998 and thereafter). Statement 133 cannot be applied retroactively. This Statement must be applied to (a) all free-standing derivative instruments and (b) certain derivative instruments embedded in hybrid contracts that were issued, acquired, or substantively modified after December 31, 1997.

Huntington has not yet quantified the impact of adopting Statement No. 133. Based on information available at this time, Huntington does not expect it to be material to the consolidated financial statements.

D. Acquisitions

On June 26, 1998, Huntington completed the acquisition of sixty former Barnett Banks banking offices in Florida from NationsBank Corporation. The acquisition was accounted for as a purchase, and accordingly, the assets acquired and liabilities assumed were recorded at estimated fair value. The acquisition added approximately $1.3 billion in loans and $2.3 billion in deposits. Intangible assets arising from the acquisition totaled approximately $451.1 million. The acquired branches' results of operations have been included in Huntington's consolidated totals from the date of the acquisition only.

On September 30, 1997, Huntington completed the acquisition of First Michigan Bank Corporation (First Michigan), a $3.7 billion bank holding company headquartered in Holland, Michigan. Huntington issued approximately 32.2 million shares of its common stock in exchange for all of the outstanding common stock of First Michigan. First Michigan had total loans and deposits of $2.7 billion and $3.1 billion, respectively, and total equity of $286 million at the date of acquisition. The transaction was accounted for as a pooling of interests; accordingly, all financial information appearing in this report, except dividends per share, has been restated to include the results of First Michigan.

The separate results of operations for Huntington and First Michigan, adjusted for the ten percent stock dividend distributed July 31, 1998, were as follows ($ in millions, except per share):

<TABLE>
<CAPTION>

	THREE MONTHS ENDED JUNE 30, 1997	SIX MONTHS ENDED JUNE 30, 1997
<S>	<C>	<C>
Net Interest Income:		
Huntington	$225.2	$436.7
First Michigan	37.8	73.8
Combined	$263.0	$510.5
Net Income:		
Huntington	$ 72.5	$139.0
First Michigan	11.1	21.8
Combined	$ 83.6	$160.8
Basic earnings per common share outstanding:		
Huntington	$ .41	$ .80
First Michigan	.36	.71
Combined	$ .40	$ .77
Diluted earnings per common share outstanding:		
Huntington	$ .41	$ .79
First Michigan	.36	.70
Combined	$ .39	$ .76

</TABLE>

E. Trust Preferred Securities

In January 1997, Huntington Capital I ("the Trust"), a Delaware statutory business trust owned by Huntington, issued $200 million of company obligated mandatorily redeemable capital securities. The proceeds from the issuance of the capital securities ($200 million) and common securities ($6.2 million) were used by the Trust to purchase from Huntington $206.2 million of Floating Rate Junior Subordinated Debentures.

In June 1998, an additional $100 million of company obligated mandatorily redeemable capital securities were issued by Huntington Capital II ("the Series B Trust"), a statutory business trust also owned by Huntington. The proceeds were used by the Series B Trust to purchase from Huntington $103.1 million of Series B Floating Rate Junior Subordinated Debentures.

The subordinated debentures are the sole assets of each trust and Huntington owns all of the common securities of the trusts. Interest payments made on the capital securities are reported as a component of interest expense on long-term debt. The subordinated debentures bear interest and mature as follows:

	Variable Interest Rate	Maturity Date
Huntington Capital I	LIBOR + .70%	February 1, 2027
Huntington Capital II	LIBOR + .625%	June 15, 2028

The net proceeds received by Huntington from the sale of the subordinated debentures were used for general corporate purposes.

F. Earnings per Share

Basic earnings per share is the amount of earnings for the period available to each share of common stock outstanding during the reporting period. Diluted earnings per share is the amount of earnings available to each share of common stock outstanding during the reporting period adjusted for the potential issuance of common shares for stock options and the conversion impact of convertible equity instruments.

The calculation of basic and diluted earnings per share for each of the periods ended June 30, is as follows:

(In thousands, except per share amounts)	THREE MONTHS ENDED JUNE 30, 1998	THREE MONTHS ENDED JUNE 30, 1997	SIX MONTHS ENDED JUNE 30, 1998	SIX MONTHS ENDED JUNE 30, 1997
Net income	$ 92,309	$ 83,603	$181,795	$160,782
Average common shares outstanding	211,600	210,481	211,489	209,244
Dilutive effect of stock options	3,064	2,317	2,748	2,335
Diluted common shares outstanding	214,664	212,798	214,237	211,579
Earnings per share				
Basic	$ .44	$ .40	$ .86	$ .77
Diluted	$ .43	$ .39	$ .85	$ .76

Average common shares outstanding and the dilutive effect of stock options have been adjusted for subsequent stock dividends and stock splits, as applicable.

FINANCIAL REVIEW

LOAN PORTFOLIO COMPOSITION

(in thousands of dollars)

	JUNE 30, 1998	December 31, 1997	June 30, 1997
Commercial	$ 5,843,190	$ 5,270,660	$ 5,400,980
Real Estate			
Construction	820,015	863,635	833,251
Commercial	2,281,330	2,370,652	2,249,034
Residential	1,536,510	1,228,446	1,605,945
Consumer			
Loans	6,885,693	6,462,716	6,305,315
Leases	1,695,101	1,542,139	1,426,774
Total Loans	$19,061,839	$17,738,248	$17,821,299

DEPOSIT COMPOSITION

(in thousands of dollars)

	JUNE 30, 1998	December 31, 1997	June 30, 1997

Demand deposits			
Non-interest bearing..................................	$ 2,847,307	$ 2,549,518	$ 2,750,391
Interest bearing......................................	4,618,674	3,762,862	3,342,631
Savings deposits..	3,456,810	3,133,014	3,214,809
Other domestic time deposits..............................	6,694,770	6,115,534	5,927,501
TOTAL CORE DEPOSITS...................................	17,617,561	15,560,928	15,235,332
Certificates of deposit of $100,000 or more...............	2,008,887	1,903,657	2,011,539
Foreign time deposits.....................................	39,800	519,133	391,000
Total Deposits..	$19,666,248	$17,983,718	$17,637,871

</TABLE>

FINANCIAL REVIEW

ANALYSIS OF NON-INTEREST INCOME

(in thousands of dollars)

<TABLE>
<CAPTION>

	THREE MONTHS ENDED JUNE 30,			SIX MONTHS ENDED JUNE 30,		
	1998	1997	PERCENT CHANGE	1998	1997	PERCENT CHANGE
Service charges on deposit accounts	$ 32,042	$ 28,841	11.1%	$ 62,879	$ 56,435	11.4%
Mortgage banking	15,191	10,157	49.6	29,348	19,154	53.2
Trust services	12,745	11,814	7.9	25,328	23,959	5.7
Brokerage and insurance income....................	8,520	6,254	36.2	16,805	13,338	26.0
Electronic banking fees...........................	7,520	6,192	21.4	13,251	10,556	25.5
Credit card fees..................................	5,414	4,523	19.7	10,273	8,718	17.8
Other...	25,521	10,116	152.3	42,747	20,370	109.9
TOTAL NON-INTEREST INCOME BEFORE SECURITIES GAINS..	106,953	77,897	37.3	200,631	152,530	31.5
Securities gains..................................	14,316	3,604	N.M.	17,405	5,702	N.M.
TOTAL NON-INTEREST INCOME	$121,269	$ 81,501	48.8%	$218,036	$158,232	37.8%

</TABLE>

ANALYSIS OF NON-INTEREST EXPENSE

(in thousands of dollars)

<TABLE>
<CAPTION>

	THREE MONTHS ENDED JUNE 30,			SIX MONTHS ENDED JUNE 30,		
	1998	1997	PERCENT CHANGE	1998	1997	PERCENT CHANGE
Personnel and related costs.......................	$108,483	$ 97,000	11.8%	$ 213,195	$194,241	9.8%
Outside data processing and other services........	14,441	14,351	0.6	31,027	26,918	15.3
Equipment	15,688	14,173	10.7	30,837	27,360	12.7
Net occupancy	14,063	11,650	20.7	27,502	24,982	

					10.1
Marketing..	8,315	7,785	6.8	15,247	16,750	(9.0)
Telecommunications................................	7,450	5,283	41.0	13,473	10,250	31.4
Legal and other professional services.............	6,234	5,089	22.5	12,022	10,518	14.3
Printing and supplies.............................	5,611	5,035	11.4	11,372	9,961	14.2
Franchise and other taxes.........................	5,526	5,335	3.6	11,026	10,575	4.3
Amortization of intangible assets.................	3,393	3,406	(0.4)	6,786	6,352	6.8
Other...	19,087	16,698	14.3	33,594	31,759	5.8
TOTAL NON-INTEREST EXPENSE	$208,291	$185,805	12.1%	$406,081	$369,666	9.9%

</TABLE>

N.M. - Not meaningful.

MANAGEMENT'S DISCUSSION AND ANALYSIS

INTRODUCTION

FORWARD-LOOKING STATEMENTS

Congress passed the Private Securities Litigation Report Act of 1995 to encourage corporations to provide investors with information about the company's anticipated future financial performance, goals, and strategies. The act provides a safe harbor for such disclosure, or in other words, protection from unwarranted litigation if actual results are not the same as management's expectations.

Huntington Bancshares Incorporated (Huntington) desires to provide its shareholders with sound information about past performance and future trends. Consequently, this Quarterly Report, including Management's Discussion and Analysis of Financial Condition and Results of Operations, contains forward-looking statements that are subject to numerous assumptions, risks, and uncertainties. Actual results could differ materially from those contained in or implied by Huntington's statements due to 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; the successful integration of acquired businesses; the nature and extent of governmental actions and reforms; and extended disruption of vital infrastructure. The management of Huntington encourages readers of this report to understand forward-looking statements to be strategic objectives rather than absolute targets of future performance.

COMPLETION OF FLORIDA BRANCH PURCHASE

On June 26, 1998, Huntington completed the acquisition of sixty former Barnett Banks banking offices in Florida from NationsBank Corporation. The acquisition was accounted for as a purchase; accordingly, the assets acquired and liabilities assumed were recorded at estimated fair value. The acquisition added approximately $1.3 billion in loans and $2.3 billion in deposits. Intangible assets arising from the acquisition totaled approximately $451.1 million. The acquired branches' results of operations have been included in Huntington's consolidated totals from the date of the acquisition only.

OVERVIEW

Huntington reported net income of $92.3 million for the second quarter and $181.8 million for the first six months of 1998, up 10.4% and 13.1%, respectively, from the same periods in 1997. Diluted earnings per share for the second quarter of 1998 was $.47, versus $.43 for the same period in 1997, an increase of 9.3%. For the recent six months, diluted earnings per share was $.93, up 10.7% from the first half of last year. After adjusting for the ten percent stock dividend distributed July 31, 1998, diluted earnings per share for the recent three and six months ended June 30, 1998, was $.43 and $.85, respectively, compared with $.39 and $.76 for the same periods in 1997. On a post-stock dividend basis, diluted earnings per share, exclusive of amortization expense related to goodwill and other intangible assets (referred to as "cash basis" or "tangible" results), was $.45 in the recent quarter, and $.41 for the same period one year ago.

For the first six months of 1998 and 1997, the cash basis per share amounts were $.88 and $.79, respectively.

The following table presents Huntington's return on average equity (ROE) and return on average assets (ROA) on a reported basis as well as a cash basis.

<TABLE>
<CAPTION>

	ROE				ROA			
	2nd Qtr.		YTD		2nd Qtr.		YTD	
	1998	1997	1998	1997	1998	1997	1998	1997
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
REPORTED	17.70%	18.07%	17.72%	17.75%	1.42%	1.33%	1.40%	1.30%
CASH BASIS*	21.17%	21.90%	21.13%	21.24%	1.49%	1.40%	1.47%	1.37%

</TABLE>

* Unamortized goodwill and other intangible asset amounts excluded from average total assets and shareholders' equity.

Total assets were $28.2 billion at June 30, 1998, up 5.4% from year end and 11.6% from second quarter 1997. During the recent quarter, Huntington began to strategically reposition its balance sheet by decreasing its investment securities by $2.0 billion and exiting its out-of-market credit card operations through the sale of approximately $100 million of outstanding receivables. These initiatives, 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, Huntington has withdrawn its registration statement previously filed with the Securities and Exchange Commission in connection with the offering.

Average total loans outstanding were up 3.9% in the recent quarter and 5.2% in the first six months of the year versus the same periods one year ago, after adjusting for the impact of single-family residential real estate loans sold in the past several months. Loan volumes improved somewhat in the second quarter but growth remains slower than expected due to competitive pressures and large commercial loan prepayments. An industry-wide increase in residential real estate refinancing negatively impacted loan growth in the consumer portfolio as well, particularly in Huntington's home equity lending products. Huntington believes it is crucial to maintain its pricing discipline in the lending process. Accordingly, should current trends in the marketplace continue, future loan growth may also be suppressed. Average core deposits increased 3.4% and 5.3% in the respective periods, fueled by 7.2% growth in transaction accounts.

LINES OF BUSINESS

Huntington segments its operations into five distinct lines of business: Retail Banking, Corporate Banking, Dealer Sales, Private Financial Group, and Treasury/Other. Line of business results are determined based upon Huntington's business profitability reporting system, which assigns balance sheet and income statement items to each of the business segments. The process

is designed around Huntington's organizational and management structure, and accordingly, the results are not necessarily comparable with similar information published by other financial institutions. Results are revised, as applicable, to reflect enhancements to Huntington's profitability reporting system and changes in organizational structure. For a detailed description of the lines of business, please refer to Huntington's Annual Report on Form 10-K for the year ended December 31, 1997.

The following summary contains selected financial information by business segment for the three and six months ended June 30, 1998 (in thousands of dollars):

<TABLE>
<CAPTION>

	THREE MONTHS ENDED JUNE 30, 1998			
	Revenues	Net Income	Average Total Assets	Average Total Deposits
<S>	<C>	<C>	<C>	<C>
Retail Banking	$200,584	$38,550	$ 7,666,550	$15,216,322
Corporate Banking	78,526	24,532	6,048,646	973,444
Dealer Sales	40,278	10,152	5,131,435	65,855
Private Financial Group	19,914	5,849	588,465	508,807
Treasury / Other	29,396	13,226	6,636,672	689,122
Total	$368,698	$92,309	$26,071,768	$17,453,550

</TABLE>

<TABLE>
<CAPTION>

	SIX MONTHS ENDED JUNE 30, 1998			
	Revenues	Net Income	Average Total Assets	Average Total Deposits

Retail Banking	$397,635	$ 78,628	$ 8,112,062	$15,184,857
Corporate Banking	144,510	44,318	5,536,848	946,721
Dealer Sales	83,663	21,991	5,075,524	61,353
Private Financial Group	39,793	11,915	589,280	506,073
Treasury / Other	54,712	24,943	6,886,606	768,798
Total	$720,313	$181,795	$26,200,320	$17,467,802

RESULTS OF OPERATIONS

NET INTEREST INCOME

Net interest income for the three and six months ended June 30, 1998, was $247.4 million and $502.3 million, respectively, a decrease of 5.9% and 1.6% when compared with the same periods last year. The decrease was primarily attributable to a decline in earning asset yields, as the highly competitive marketplace continues to erode loan margins across much of the banking industry. The net interest margin, on a fully tax equivalent basis, was 4.23% during the three months just ended compared with 4.54% in the second quarter of 1997. On a year-to-date

basis, the net interest margin dropped from 4.47% a year ago to 4.27% for 1998. Management expects margin compression to be a continuing challenge in the ensuing quarters which may continue to depress growth in net interest income.

PROVISION FOR LOAN LOSSES

The provision for loan losses was $24.6 million in the second quarter of 1998, down from $30.8 million in the same period of 1997. The provision for the first half of the year was $46.8 million, compared with $53.2 million for the first six months of 1997. Annualized net charge-offs as a percentage of average total loans were .41% for the recent three months, compared with .56% in the same period last year and .50% for full year 1997.

NON-INTEREST INCOME

Excluding securities gains, noninterest income was $107.0 million and $200.6 million, respectively, in the recent three and six month periods. Noninterest income continues to be a growing source of revenue for Huntington, as it represented 28.3% of total (core basis) revenues in the recent three months, versus 22.8% in the comparable period one year ago. When compared with the respective 1997 periods, improvements occurred in all categories, led by mortgage banking, brokerage, and electronic banking income. Mortgage loan originations continued to be strong with volume up 85% from the same quarter a year ago. Year-to-date loan production of $1.2 billion nearly equals the total of all mortgage loans closed in 1997. Income from Bank Owned Life Insurance was $7.2 million and $12.5 million, respectively, in the recent three months and first half of the year. Huntington owned no such policies in the comparable periods of 1997. Also included in the recent quarter's results is a gain of $9.5 million from the aforementioned sale of Huntington's out-of-market credit card portfolio.

NON-INTEREST EXPENSE

Noninterest expense totaled $208.3 million in the second quarter and $406.1 million for the first six months of 1998, increases of 12.1% and 9.9% respectively, over the same periods in 1997. Much of the increase is attributable to volume-driven expenses such as higher sales commissions related to the growth in fee income and increased telecommunications costs resulting from expansion of Huntington's ATM network.

The increase was also due, in part, to "Year 2000" expenses related to professional fees for outside services (primarily programming) as well as internal staff costs that have been incurred to alter programs that have time-sensitive software which may recognize a "00" date as the year 1900 versus 2000. These costs are expensed as they are incurred. Huntington anticipates substantially all reprogramming will be completed by December 31, 1998, allowing the opportunity in 1999 to fully test the systems and make any further refinements that are needed. The failure of certain third parties to adequately address Year 2000 could also adversely impact Huntington. Consequently, Huntington is communicating with customers, suppliers, and others to identify any potential problems.

Huntington's management estimates an additional $8.0 million of Year 2000 costs will be incurred in the future to get Huntington's systems fully compliant. These costs, however, are not expected to materially impact Huntington's results of operations in any one period.

INTEREST RATE RISK MANAGEMENT

Huntington seeks to achieve consistent growth in net interest income and net income while managing volatility arising from shifts in interest rates. The Asset and Liability Management Committee (ALCO) oversees financial risk management, establishing broad policies and specific operating limits that govern a variety of financial risks inherent in Huntington's operations, including interest rate, liquidity, counterparty settlement, and market risks. On and off-balance sheet strategies and tactics are reviewed and monitored regularly by ALCO to ensure consistency with approved risk tolerances.

Interest rate risk management is a dynamic process, encompassing the business flows onto the balance sheet, wholesale investment and funding, and the changing market and business environment. Effective management of interest rate risk begins with appropriately diversified investments and funding sources. To accomplish its overall balance sheet objectives, Huntington regularly accesses a variety of global markets--money, bond, and futures and options--as well as numerous trading exchanges. In addition, dealers in over-the-counter financial instruments provide availability of interest rate swaps as needed.

Measurement and monitoring of interest rate risk is an ongoing process. A key element in this process is Huntington's estimation of the amount that net interest income will change over a twelve to twenty-four month period given a directional shift in interest rates. The income simulation model used by Huntington captures all assets, liabilities, and off-balance sheet financial instruments, accounting for significant variables that are believed to be affected by interest rates. These include prepayment speeds on mortgages and consumer installment loans, cash flows of loans and deposits, principal amortization on revolving credit instruments, and balance sheet growth assumptions. The model also captures embedded options, for example, interest rate caps, floors, or call options, and accounts for changes in rate relationships, as various rate indices lead or lag changes in market rates. Management believes the model provides a reasonably accurate estimate of Huntington's interest rate risk exposure at any point in time, even though these assumptions are inherently uncertain. This information is regularly shared with the Board of Directors.

At June 30, 1998, the results of Huntington's interest sensitivity analysis indicated that net interest income would be relatively unchanged by a 100 basis point increase or a 100-200 basis point decrease in the federal funds rate (assuming the change occurs evenly over the next year and that corresponding changes in other market rates occur as forecasted). If interest rates rose 200 basis points, net interest income would be expected to decrease by 1.8%.

Active interest rate risk management necessitates the use of various types of off-balance sheet financial instruments, primarily interest rate swaps. Risk created by different indices on products, by unequal terms to maturity of assets and liabilities, and by products that are appealing to customers but incompatible with current risk limits can be eliminated or decreased in a cost efficient manner by utilizing interest rate swaps. Often, the swap strategy has enabled Huntington to lower the overall cost of raising wholesale funds. Similarly, financial futures,

interest rate caps and floors, options, and forward rate agreements are used to control financial risk effectively. Off-balance sheet instruments perform identically to similar cash instruments but are often preferable because they require less capital while preserving access to the marketplace.

The following table illustrates the approximate market values, estimated maturities, and weighted average rates of the interest rate swaps used by Huntington in its interest rate risk management program at June 30, 1998.

<TABLE>
<CAPTION>

(Dollars in millions)	Notional Value	Average Maturity (years)	Market Value	Average Rate Receive	Average Rate Pay
<S>	<C>	<C>	<C>	<C>	<C>
ASSET CONVERSION SWAPS					
Received fixed	$ 625	1.41	$ 1.3	6.19%	5.69%
LIABILITY CONVERSION SWAPS					
Receive fixed	$2,580	2.81	$29.1	6.25%	5.72%
Receive fixed-amortizing	175	1.34	(0.2)	5.63%	5.66%
Pay fixed	400	0.40	0.5	5.75%	5.50%
TOTAL LIABILITY CONVERSION SWAPS	$3,155	2.42	$29.4	6.16%	5.69%
BASIS PROTECTION SWAPS	$ 785	0.79	$(0.3)	5.74%	5.79%

</TABLE>

As is the case with cash securities, the market value of interest rate swaps is largely a function of the financial market's expectations regarding the future direction of interest rates. Accordingly, current market values are not necessarily indicative of the future impact of the swaps on net interest income. This will depend, in large part, on the shape of the yield curve as well as interest rate levels. Management made no assumptions regarding future changes in interest rates with respect to the variable rate information and the indexed amortizing swap maturities presented in the table above.

The pay rates on Huntington's receive-fixed swaps vary based on movements in the applicable London interbank offered rate (LIBOR). Asset conversion swaps and liability conversion swaps with notional values of $350 million and $450 million, respectively, have embedded written LIBOR-based call options. The portfolio of amortizing swaps consists primarily of contracts that are indexed to the prepayment experience of a specified pool of mortgage loans. As market interest rates change, the amortization of the notional value of the swap will also change, generally slowing as rates increase and accelerating when rates fall. Basis swaps are contracts that provide for both parties to receive interest payments according to different rate indices and are used to protect against changes in spreads between market rates. The receive and pay amounts applicable to Huntington's basis swaps are based predominantly on LIBOR.

The contractual interest payments are based on the notional values of the swap portfolio. These notional values do not represent direct credit exposures. At June 30, 1998, Huntington's credit risk from interest rate swaps used for asset/liability management purposes was $98.7

million, which represents the sum of the aggregate fair value of positions that have become favorable to Huntington, including any accrued interest receivable due from counterparties. In order to minimize the risk that a swap counterparty will not satisfy its interest payment obligation under the terms of the contract, Huntington performs credit reviews on all counterparties, restricts the number of counterparties used to a select group of high quality institutions, obtains collateral, and enters into formal netting arrangements. Huntington has never experienced any past due amounts from a swap counterparty.

The total notional amount of off-balance sheet instruments used by Huntington on behalf of customers (for which the related interest rate risk is offset by third party contracts) was $325 million at June 30, 1998. Total credit exposure from such contracts is not material. These separate activities, which are accounted for at fair value, are not a significant part of Huntington's operations. Accordingly, they have been excluded from the above discussion of off-balance sheet financial instruments and the related table.

CREDIT RISK

Huntington's exposure to credit risk is managed through the use of consistent underwriting standards that emphasize "in-market" lending to established borrowers. Highly leveraged transactions as well as excessive industry and other concentrations are avoided. The credit administration function also employs extensive monitoring procedures to ensure problem loans are promptly identified and that loans adhere to corporate policy. These procedures provide executive management with the information necessary to implement appropriate change and take corrective action as needed.

Huntington continues to compare favorably with its peers in terms of asset quality. Non-performing assets, consisting of loans that are no longer accruing interest, loans that have been renegotiated based upon financial difficulties of the borrower, and real estate acquired through foreclosure, totaled $101.7 million at June 30, 1998. Non-performing loans represented .42% of total loans, and non-performing assets as a percentage of total loans and other real estate were only .53%, as of this same date. Loans past due ninety days or more but continuing to accrue interest, including consumer and residential real estate credits were $50.6 million at June 30, 1998.

The allowance for loan losses (ALL) is maintained at a level considered appropriate by management, based on its estimate of losses inherent in the loan portfolio. The procedures employed by Huntington to evaluate the adequacy of the ALL include an analysis of specific credits that are generally selected for review on the basis of size and relative risk, portfolio trends, current and historic loss experience, prevailing economic conditions, and other relevant factors. The reserve ratio increased to 1.50% at the recent quarter end versus 1.46% at December 1997 and 1.39% one year ago. At June 30, 1998, the ALL covered non-performing loans 3.6 times. When the ALL is combined with the allowance for other real estate owned, the reserves were 281% of total non-performing assets.

CAPITAL

Huntington recognizes the importance of managing capital and continually strives to maintain an appropriate balance between capital adequacy and returns to shareholders. Huntington places significant emphasis on the maintenance of strong capital, which promotes investor confidence, provides access to the national markets under favorable terms, and enhances business growth and acquisition opportunities. Capital is managed at each subsidiary based upon the respective risks and growth opportunities, as well as regulatory requirements.

Huntington's ratio of average equity to average assets was 8.02% in the recent quarter compared with 7.35% in the same three months one year ago. For the six month period, the ratio was 7.90%, up from 7.33% in the first half of 1997. At June 30, 1998, Huntington's Tier 1 risk-based capital ratio was 7.22%, its total risk-based capital ratio was 11.05%, and its Tier 1 leverage ratio was 6.76%. Huntington's two bank subsidiaries also had regulatory capital ratios in excess of the levels established for "well-capitalized" institutions.

The Board of Directors authorized Huntington, on February 21, 1996, to repurchase up to 13.3 million additional shares of its common stock (as adjusted for subsequent stock dividends) through open market purchases and privately negotiated transactions. The authorization represents a continuation of the common stock repurchase program begun in August 1987 and provides that the shares will be reserved for reissue in connection with Huntington's benefit plans as well as for other corporate purposes. The repurchase program is currently suspended but Huntington has approximately 2.9 million shares remaining under the authorization.

CONSOLIDATED FINANCIAL HIGHLIGHTS

(in thousands, except per share amounts)

THREE MONTHS ENDED JUNE 30,	1998	1997	% Change
NET INCOME	$ 92,309	$ 83,603	10.4%
PER COMMON SHARE AMOUNTS (1)			
Net income			
Basic	$ 0.44	$ 0.40	10.0
Diluted	$ 0.43	$ 0.39	10.3
Cash dividends declared	$ 0.18	$ 0.16	12.5
AVERAGE COMMON SHARES OUTSTANDING (1)	211,600	210,481	0.5
KEY RATIOS			
Return on:			
Average total assets	1.42%	1.33%	6.8
Average shareholders' equity	17.70%	18.07%	(2.0)
Efficiency ratio	58.97%	54.09%	9.0
Average equity/average assets	8.02%	7.35%	9.1
Net interest margin	4.23%	4.54%	(6.8)
TANGIBLE OR "CASH BASIS" RATIOS (2)			
Per Common Share Amounts (1)			
Net income			
Basic	$ 0.45	$ 0.41	9.8
Diluted	$ 0.45	$ 0.41	9.8
Return on:			
Average total assets	1.49%	1.40%	6.4
Average shareholders' equity	21.17%	21.90%	(3.3)

SIX MONTHS ENDED JUNE 30,	1998	1997	% Change
NET INCOME	$181,795	$160,782	13.1%
PER COMMON SHARE AMOUNTS (1)			
Net income			
Basic	$ 0.86	$ 0.77	11.7
Diluted	$ 0.85	$ 0.76	11.8
Cash dividends declared	$ 0.36	$ 0.32	12.5
AVERAGE COMMON SHARES OUTSTANDING (1)	211,489	209,244	1.1
KEY RATIOS			
Return on:			
Average total assets	1.40%	1.30%	7.7
Average shareholders' equity	17.72%	17.75%	(0.2)
Efficiency ratio	57.16%	55.33%	3.3
Average equity/average assets	7.90%	7.33%	7.7
Net interest margin	4.27%	4.47%	(4.5)
TANGIBLE OR "CASH BASIS" RATIOS (2)			
Per Common Share Amounts (1)			
Net income			
Basic	$ 0.89	$ 0.80	11.2
Diluted	$ 0.88	$ 0.79	11.4
Return on:			
Average total assets	1.47%	1.37%	7.3
Average shareholders' equity	21.13%	21.24%	(0.5)
Period-End Shares Outstanding (1)	211,669	210,554	0.5
Shareholders' Equity Per Common Share (1)	$ 10.08	$ 9.17	9.9

(1) Adjusted for the ten percent stock dividend distributed July 1998.
(2) Tangible or "Cash Basis" net income excludes amortization of goodwill and other intangibles. Related asset amounts excluded from total assets and shareholders' equity.

FINANCIAL REVIEW

INVESTMENT SECURITIES - AMORTIZED COST & FAIR VALUES BY MATURITY AT JUNE 30, 1998 AND DECEMBER 31, 1997

<TABLE>
<CAPTION>

(in thousands of dollars)	JUNE 30, 1998		December 31, 1997	
	AMORTIZED COST	FAIR VALUE	Amortized Cost	Fair Value
U.S. Treasury and Federal Agencies				
1-5 years................................	$ 656	$ 656	$ 656	$ 656
Total................................	656	656	656	656
States and political subdivisions				
Under 1 year............................	6,266	6,232	6,311	6,310
1-5 years................................	12,232	12,330	13,592	13,719
6-10 years...............................	8,222	8,380	9,605	9,788
Over 10 years...........................	2,261	2,300	2,846	2,910
Total................................	28,981	29,242	32,354	32,727
Total Investment Securities...................	$29,637	$29,898	$33,010	$33,383

</TABLE>

FINANCIAL REVIEW

SECURITIES AVAILABLE FOR SALE - AMORTIZED COST & FAIR VALUES BY MATURITY AT JUNE 30, 1998 AND DECEMBER 31, 1997

<TABLE>
<CAPTION>

(in thousands of dollars)	JUNE 30, 1998		December 31, 1997	
	AMORTIZED COST	FAIR VALUE	Amortized Cost	Fair Value
U.S. Treasury				
Under 1 year........................	$ 2,199	$ 2,221	$ 1,001	$ 1,012
1-5 years...........................	7,917	8,064	409,364	407,936
6-10 years..........................	451,750	450,868	320,497	320,726
Total............................	461,866	461,153	730,862	729,674
Federal agencies				
Mortgage-backed securities				
Under 1 year........................	3	3	2,223	2,216

1-5 years	223,520	222,401	169,877	170,177
6-10 years	22,086	22,443	497,496	494,016
Over 10 years	860,067	868,963	698,906	705,031
Total	1,105,676	1,113,810	1,368,502	1,371,440
Other agencies				
Under 1 year	998	996	984	992
1-5 years	1,057,368	1,061,400	1,590,592	1,594,409
6-10 years	551,022	552,064	787,682	792,359
Over 10 years	549,453	551,016	509,713	512,160
Total	2,158,841	2,165,476	2,888,971	2,899,920
Other				
Under 1 year	8,408	8,370	13,940	13,925
1-5 years	215,949	219,427	211,943	214,772
6-10 years	219,042	223,763	199,849	205,771
Over 10 years	266,059	268,420	210,688	213,183
Marketable equity securities	8,359	7,567	62,164	61,129
Total	717,817	727,547	698,584	708,780
Total Securities Available for Sale	$4,444,200	$4,467,986	$5,686,919	$5,709,814

</TABLE>

FINANCIAL REVIEW

LOAN LOSS EXPERIENCE

<TABLE>
<CAPTION>

(in thousands of dollars)

	THREE MONTHS ENDED JUNE 30,		SIX MONTHS ENDED JUNE 30,	
	1998	1997	1998	1997
<S>	<C>	<C>	<C>	<C>
ALLOWANCE FOR LOAN LOSSES, BEGINNING OF PERIOD	$258,262	$241,647	$258,171	$230,778
Allowance of assets acquired/other	22,042	149	22,042	6,177
Loan losses	(28,855)	(30,281)	(56,421)	(53,005)
Recoveries of loans previously charged off	10,820	5,521	16,296	10,706
Provision for loan losses	24,595	30,831	46,776	53,211
ALLOWANCE FOR LOAN LOSSES END OF PERIOD	$286,864	$247,867	$286,864	$247,867
AS A % OF AVERAGE TOTAL LOANS				
Net loan losses--annualized	0.41%	0.56%	0.46%	0.49%
Provision for loan losses--annualized	0.55%	0.70%	0.53%	0.62%
Allowance for loan losses as a % of total loans	1.50%	1.39%	1.50%	1.39%
Net loan loss coverage (1)	8.89x	6.41x	7.83x	7.07x

</TABLE>

(1) Income before taxes and the provision for loan losses to net loan losses.

NON-PERFORMING ASSETS AND PAST DUE LOANS

(Quarter-End)
(in thousands of dollars)

<TABLE>
<CAPTION>

	1998		1997		
	IIQ	IQ	IVQ	IIIQ	IIQ
Non-accrual loans	$ 75,367	$79,888	$65,981	$72,385	$61,105
Renegotiated loans	4,770	3,173	5,822	6,069	4,449
TOTAL NON-PERFORMING LOANS	80,137	83,061	71,803	78,454	65,554
Other real estate, net	21,516	12,005	15,343	13,762	14,434
TOTAL NON-PERFORMING ASSETS	$101,653	$95,066	$87,146	$92,216	$79,988
NON-PERFORMING LOANS AS A % OF TOTAL LOANS	0.42%	0.47%	0.40%	0.44%	0.37%
NON-PERFORMING ASSETS AS A % OF TOTAL LOANS AND OTHER REAL ESTATE	0.53%	0.54%	0.49%	0.52%	0.45%
ALLOWANCE FOR LOAN LOSES AS A % OF NON-PERFORMING LOANS	357.97%	310.93%	345.20%	365.65%	378.11%
ALLOWANCE FOR LOAN LOSSES AND OTHER REAL ESTATE AS A % OF NON-PERFORMING ASSETS	280.64%	270.07%	282.61%	308.33%	306.51%
ACCRUING LOANS PAST DUE 90 DAYS OR MORE	$ 50,614	$64,959	$49,608	$43,120	$40,967

</TABLE>

CONSOLIDATED AVERAGE BALANCES AND INTEREST RATES (QUARTERLY DATA)

<TABLE>
<CAPTION>

Fully Tax Equivalent Basis (1)	2ND QUARTER 1998		1ST QUARTER 1998	
(in millions of dollars)	AVERAGE BALANCE	YIELD/ RATE	AVERAGE BALANCE	YIELD/ RATE
ASSETS				
Interest bearing deposits in banks	$ 8	5.26%	$ 9	5.35%
Trading account securities	12	5.81	8	5.48
Federal funds sold and securities purchased under resale agreements	168	5.63	21	6.57
Mortgages held for sale	282	7.08	219	7.24
Securities:				
Taxable	5,107	6.34	5,906	6.35
Tax exempt	225	9.27	237	9.23
Total Securities	5,332	6.47	6,143	6.46
Loans:				
Commercial	5,482	8.46	5,306	8.58
Real Estate				
Construction	816	8.73	823	8.85
Mortgage	3,444	8.62	3,520	8.65
Consumer				
Loans	6,474	8.82	6,428	

8.96

Leases	1,627	7.15	1,564	7.13
Total Consumer loans	8,101	8.48	7,992	8.61
Total Loans	17,843	8.51	17,641	8.78
Allowance for loan losses/loan fees	266		265	
Net loans	17,577	8.99	17,376	9.20
Total earning assets	23,645	8.37%	24,041	8.48%
Cash and due from banks	907		917	
All other assets	1,786		1,637	
TOTAL ASSETS	$26,072		$26,330	
LIABILITIES AND SHAREHOLDERS' EQUITY				
Core deposits				
Non-interest bearing deposits	$ 3,113		$ 2,979	
Interest bearing demand deposits	3,216	2.72%	3,250	2.68%
Savings deposits	3,099	3.51	3,028	3.44
Other domestic time deposits	5,985	5.62	6,093	5.64
Total core deposits	15,413	4.33	15,350	4.32
Certificates of deposit of $100,000 or more	1,909	5.74	1,935	5.78
Foreign time deposits	132	5.80	198	5.85
Total deposits	17,454	4.53	17,483	4.54
Short-term borrowings	2,177	4.97	2,656	5.16
Medium-term notes	3,222	5.71	2,914	5.77
Subordinated notes and other long-term debt, including preferred capital securities	624	6.13	691	5.85
Interest bearing liabilities	20,364	4.80%	20,765	4.83%
All other liabilities	503		539	
Shareholders' equity	2,092		2,047	
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	$26,072		$26,330	
Net interest rate spread		3.57%		3.65%
Impact of non-interest bearing funds on margin		0.66%		0.65%
NET INTEREST MARGIN		4.23%		4.30%

</TABLE>

(1) Fully tax equivalent yields are calculated assuming a 35% tax rate.

CONSOLIDATED AVERAGE BALANCES AND INTEREST RATES (QUARTERLY DATA)

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4th Quarter 1997		3rd Quarter 1997		2nd Quarter 1997	
Average Balance	Yield/ Rate	Average Balance	Yield/ Rate	Average Balance	Yield/ Rate

<S>	<C>	<C>	<C>	<C>	<C>
$ 5	5.37%	$ 17	5.51%	$ 2	5.68%
12	5.89	8	5.90	11	5.67
20	5.48	75	5.50	39	5.71
177	8.27	146	7.30	115	7.63
5,308	6.37	5,241	6.36	5,422	6.36
246	9.39	255	9.10	275	9.05
5,554	6.51	5,496	6.49	5,697	6.50
5,312	8.55	5,264	8.65	5,405	8.65
875	8.93	862	9.10	788	9.17
3,639	8.65	3,865	8.72	3,845	8.74
6,441	9.22	6,366	9.15	6,242	9.24
1,521	7.43	1,465	7.53	1,382	7.63
7,962	8.88	7,831	8.85	7,624	8.95
17,788	8.74	17,822	8.77	17,662	8.82
268		254		250	
17,520	9.14	17,568	9.18	17,412	9.32
23,556	8.51%	23,564	8.52%	23,526	8.62%
951		905		920	
1,190		1,132		1,042	
$25,429		$25,347		$25,238	
$ 2,954		$ 2,775		$ 2,739	
3,257	2.61%	3,193	2.78%	3,239	2.55%
3,017	3.40	3,048	3.19	3,121	3.34
6,089	5.66	5,995	5.65	5,809	5.61
15,317	4.31	15,011	4.29	14,908	4.21
2,004	5.79	2,085	5.76	1,940	5.68
248	5.91	379	5.83	501	5.79
17,569	4.54	17,475	4.54	17,349	4.46
2,424	5.22	2,692	5.42	2,897	5.24
2,189	5.96	1,915	6.03	1,878	5.98
704	6.23	793	6.23	777	6.42
19,932	4.81%	20,100	4.83%	20,162	4.77%
570		528		481	
1,973		1,944		1,856	
$25,429		$25,347		$25,238	
	3.70%		3.69%		3.85%
	0.74%		0.72%		0.69%
	4.44%		4.41%		4.54%

</TABLE>

SELECTED QUARTERLY INCOME STATEMENT DATA

<TABLE>
<CAPTION>

	1998		1997		
(in thousands of dollars, except per share amounts)	IIQ	IQ	IVQ	IIIQ	IIQ
<S>	<C>	<C>	<C>	<C>	<C>
TOTAL INTEREST INCOME..............................	$491,268	$502,480	$499,760	$502,821	

					$503,018
TOTAL INTEREST EXPENSE	243,839	247,632	240,197	245,663	240,060
NET INTEREST INCOME	247,429	254,848	259,563	257,158	262,958
Provision for loan losses	24,595	22,181	26,235	28,351	30,831
NET INTEREST INCOME AFTER PROVISION FOR LOAN LOSSES	222,834	232,667	233,328	228,807	232,127
Service charges on deposit accounts	32,042	30,837	31,035	30,382	28,841
Mortgage banking	15,191	14,157	15,889	20,672	10,157
Trust services	12,745	12,583	12,019	12,124	11,814
Brokerage and insurance income	8,520	8,285	6,131	7,614	6,254
Electronic banking fees	7,520	5,731	6,153	5,947	6,192
Credit card fees	5,414	4,859	6,583	5,073	4,523
Other	25,521	17,226	9,666	13,043	10,116
TOTAL NON-INTEREST INCOME BEFORE SECURITIES GAINS	106,953	93,678	87,476	94,855	77,897
Securities gains	14,316	3,089	1,034	1,242	3,604
TOTAL NON-INTEREST INCOME	121,269	96,767	88,510	96,097	81,501
Personnel and related costs	108,483	104,712	97,224	101,323	97,000
Outside data processing and other services	14,441	16,586	16,745	14,450	14,351
Equipment	15,688	15,149	16,004	14,503	14,173
Net occupancy	14,063	13,439	11,755	12,772	11,650
Marketing	8,315	6,932	8,187	7,845	7,785
Telecommunications	7,450	6,023	5,636	5,642	5,283
Legal and other professional services	6,234	5,788	8,318	6,095	5,089
Printing and supplies	5,611	5,761	6,239	5,384	5,035
Franchise and other taxes	5,526	5,500	4,576	4,685	5,335
Amortization of intangible assets	3,393	3,393	3,285	3,382	3,406
Special charges	---	---	---	47,163	---
Other	19,087	14,507	10,563	21,666	16,698
TOTAL NON-INTEREST EXPENSE	208,291	197,790	188,532	244,910	185,805
INCOME BEFORE INCOME TAXES	135,812	131,644	133,306	79,994	127,823
PROVISION FOR INCOME TAXES	43,503	42,158	42,657	38,762	44,220
NET INCOME	$ 92,309	$ 89,486	$ 90,649	$ 41,232	$ 83,603
PER COMMON SHARE (1)					
Net income					
Basic	$ 0.44	$ 0.42	$ 0.43	$ 0.20	$ 0.40
Diluted	$ 0.43	$ 0.42	$ 0.42	$ 0.19	$ 0.39
Cash Dividends Declared	$ 0.18	$ 0.18	$ 0.18	$ 0.18	$

0.16

FULLY TAX EQUIVALENT MARGIN:					
Net Interest Income	$247,429	$254,848	$259,563	$257,158	$262,958
Tax Equivalent Adjustment (2)	2,581	2,655	2,754	3,115	2,948
Tax Equivalent Net Interest Income	$250,010	$257,503	$262,317	$260,273	$265,906

</TABLE>

(1) Adjusted for the ten percent stock dividend distributed July 1998.
(2) Calculated assuming a 35% tax rate.

QUARTERLY COMMON STOCK SUMMARY (1)

<TABLE>
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	1998		1997		
	IIQ	IQ	IVQ	IIIQ	IIQ
High..	$34-1/16	$34	$35-5/16	$34-5/16	$24-3/4
Low...	29-3/4	29-1/16	28-5/8	24-3/4	21-1/2
Close.......................................	30-7/16	33-1/8	32-3/4	32-13/16	24-5/16
Cash dividends declared....................	$ 0.18	$ 0.18	$ 0.18	$ 0.18	$ 0.16

</TABLE>

Note: Stock price quotations were obtained from NASDAQ.

<TABLE>
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KEY RATIOS AND STATISTICS MARGIN ANALYSIS - AS A % OF AVERAGE EARNING ASSETS (2)	1998		1997		
	IIQ	IQ	IVQ	IIIQ	IIQ
Interest Income.................................	8.37%	8.48%	8.51%	8.52%	8.62%
Interest Expense................................	4.14	4.18	4.07	4.11	4.08
Net Interest Margin.........................	4.23%	4.30%	4.44%	4.41%	4.54%
RETURN ON					
Average total assets............................	1.42%	1.38%	1.41%	0.65%	1.33%
Average total assets - cash basis...............	1.49%	1.44%	1.48%	0.71%	1.40%
Average shareholders' equity....................	17.70%	17.73%	18.23%	8.41%	18.07%
Average shareholders' equity - cash basis........	21.17%	21.09%	21.78%	10.49%	21.90%

</TABLE>

<TABLE>
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REGULATORY CAPITAL DATA	1998	1997

(in millions of dollars)	IIQ	IQ	IVQ	IIIQ	IIQ
Total Risk-Adjusted Assets........................	$23,728	$22,554	$22,128	$21,389	$21,130
Tier 1 Risk-Based Capital Ratio...................	7.18%	8.91%	8.83%	8.86%	8.99%
Total Risk-Based Capital Ratio....................	11.01%	11.57%	11.68%	11.95%	12.07%
Tier 1 Leverage Ratio.............................	6.72%	7.72%	7.77%	7.54%	7.58%

(1) Adjusted for the ten percent stock dividend distributed July 1998.
(2) Presented on a fully tax equivalent basis assuming a 35% tax rate.

PART II. OTHER INFORMATION

In accordance with the instructions to Part II, the other specified items in this part have been omitted because they are not applicable or the information has been previously reported.

Item 4. Submission of Matters to a Vote of Security Holders

Huntington Bancshares Incorporated held its annual meeting of shareholders on April 23, 1998. At that meeting, shareholders approved the following management proposals:

	FOR	AGAINST	ABSTAIN/ WITHHELD
1. Election of directors to serve as Class II Directors until the year 2001 Annual Meeting of Shareholders as follows:			
Don Conrad	162,579,748		1,896,765
George A. Skestos	162,655,963		1,820,549
Lewis R. Smoot, Sr.	162,987,409		1,489,104
Frank Wobst	162,952,161		1,524,352
2. Proposal to amend Huntington Bancshares' Charter to increase the authorized Common Stock of the Corporation from 300,000,000 to 500,000,000 shares	154,725,282	8,302,510	1,448,721
3. Ratification of Ernst & Young LLP to serve as independent auditors for the Corporation for the year 1998	162,659,260	1,028,866	788,386

Item 5. Other Information

Any shareholder proposal submitted outside the processes of Rule 14a-8 under the Securities Exchange Act of 1934 for presentation to the 1999 Huntington Bancshares Incorporated Annual Meeting of Shareholders will be considered untimely for purposes of Rule 14a-4 and 14a-5 if notice of such proposal is received by Huntington Bancshares Incorporated after January 4, 1999.

Zuheir Sofia will resign as a Director of the Corporation effective August 20, 1998, to devote full time and attention to his new business, Sofia & Company, Inc.

Item 6. Exhibits and Reports on Form 8-K

(a) Exhibits

3. (i)(a) Articles of Restatement of Charter, Articles of Amendment to Articles of Restatement of Charter, prevailed as exhibit 3(i) to form 10-K for the year ended December 31, 1998, and incorporated by reference, and Articles Supplementary -- previously filed as Exhibit 3(i) to Annual Report on Form 10-K for the year ended December 31, 1993, and incorporated herein by reference.

(i)(b) Articles of Amendment to Articles of Restatement of Charter -- previously filed as Exhibit 3(i)(b) to Quarterly Report on Form 10-Q for the quarter ended March 31, 1996, and incorporated herein by reference.

(i)(c) Articles of Amendment to Articles of Restatement of Charter -- previously filed as Exhibit 3(i)(c) to Quarterly Report on Form 10-Q for the quarter ended March 31, 1998, and incorporated herein by reference.

(ii) Bylaws -- previously filed as Exhibit 3(ii) to Annual Report on Form 10-K for the year ended December 31, 1997, and incorporated herein by reference.

4. Instruments defining the Rights of Security Holders:

Reference is made to Articles Fifth, Eighth and Tenth of Articles of Restatement of Charter, previously filed as Exhibit 3(i) to form 10-K for the year ended December 31, 1993 and incorporated by reference, as amended and supplemented and to Amendment to Articles of Restatement of Charter, previously filed as Exhibit 3(i)(c) to Quarterly Report on Form 10-Q for the quarter ended March 31, 1998, and incorporated herein by reference. Also, reference is made to Rights Plan, dated February 22, 1990, previously filed as Exhibit 1 to Registration Statement on Form 8-A, and incorporated herein by reference and to Amendment No. 1 to the Rights Agreement, dated as of August 16, 1995, previously filed as Exhibit 4(b) to Form 8-K filed with the Securities and Exchange Commission on August 28, 1995, and incorporated herein by reference. Instruments defining the rights of holders of long-term debt will be furnished to the Securities and Exchange Commission upon request.

27. Financial Data Schedule

(b) Reports on Form 8-K

1. A report on Form 8-K, dated April 14, 1998, was filed under report item numbers 5 and 7, concerning Huntington's results of operations for the first quarter of 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 thereunto duly authorized.

Huntington Bancshares Incorporated

(Registrant)

Date: August 14, 1998	/s/ RICHARD A. CHEAP -------------------- Richard A. Cheap General Counsel and Secretary
Date: August 14, 1998	/s/ GERALD R. WILLIAMS ---------------------- Gerald R. Williams Executive Vice President and Chief Financial Officer (principal accounting officer)

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THE SCHEDULE CONTAINS SUMMARY FINANCIAL INFORMATION EXTRACTED FROM HUNTINGTON BANCSHARES INCORPORATED'S QUARTERLY REPORT ON FORM 10Q FOR THE QUARTER ENDED JUNE 30, 1998, AND IS QUALIFIED IN ITS ENTIRETY BY REFERENCE TO SUCH FINANCIAL STATEMENTS.
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