

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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POST-EFFECTIVE AMENDMENT NO. 1 TO  
FORM S-8  
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933  
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HUNTINGTON BANCSHARES INCORPORATED  
(Exact name of Registrant as specified in its charter)

Maryland  
(State or other jurisdiction  
of incorporation or organization)

31-0724920  
(I.R.S. Employer  
Identification No.)

Huntington Center  
41 South High Street  
Columbus, Ohio 43287  
(Address of Registrant's principal executive offices)

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HUNTINGTON SUPPLEMENTAL  
STOCK PURCHASE AND TAX SAVINGS PLAN AND TRUST  
(Full title of the Plan)  
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Ralph K. Frasier, Esq.  
General Counsel and Secretary  
Huntington Bancshares Incorporated  
Huntington Center  
41 South High Street  
Columbus, Ohio 43287  
614/480-4647  
(Name, address, including zip code, and telephone  
number, including area code, of agent for service)

-----  
Copies of Correspondence to:  
Mary Beth M. Clary, Esq.  
John B. Pizaris, Esq.  
Porter, Wright, Morris & Arthur  
41 South High Street  
Columbus, Ohio 43215  
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INTRODUCTION

On November 19, 1997, the Board of Directors of Huntington Bancshares Incorporated (the "Corporation") amended the Huntington Supplemental Stock Purchase and Tax Savings Plan and Trust (the "Plan"). A copy of the amendment to the Plan is being filed as an exhibit to this Post-Effective Amendment No. 1 to Form S-8.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The document(s) containing the information concerning the Plan, specified in Part I will be sent or given to employees as specified by Rule 428(b)(1). Such documents are not filed as part of this Registration Statement in accordance with the Note to Part I of the Form S-8 Registration Statement.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

The following documents previously filed with the Securities and Exchange Commission (the "Commission") by the Corporation pursuant to Sections 13(a), 14 or 15(d) of the Exchange Act are hereby incorporated herein by reference:

1. Annual Report on Form 10-K for the year ended December 31, 1997, as filed with the Commission on February 20, 1998;
2. Proxy Statement for the Annual Meeting of Shareholders held on April 23, 1998, as filed with the Commission on February 18, 1998;
3. Current Reports on Form 8-K, dated January 14, 1998, filed with the Commission on January 20, 1998, and March 16, 1998, filed with the Commission on March 16, 1998, each to report annual and or quarterly earnings and/or certain developments; and

In addition, the description of the rights issued under a certain Rights Agreement, dated February 22, 1990, as amended August 16, 1995, between the Corporation and The Huntington National Bank, as successor Rights Agent, which rights are attached to all shares of the Corporation's Common Stock, that is contained in the Corporation's Form 8-A filed with the Commission pursuant to Section 12 of the Securities Exchange Act of 1934, as amended, and the Corporation's Current Report on Form 8-K, dated August 16, 1995, and as the same may be updated in any amendment or report filed for the purpose of updating such description, is incorporated by this reference.

All other documents filed by the Corporation pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended, after the date of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents. Any statement incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other

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subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

The contents of the Form S-8 Registration Statement previously filed with the Commission by the Registrant on November 26, 1991, are hereby incorporated by reference herein.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Amended Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Columbus, State of Ohio, on March 24, 1998.

HUNTINGTON BANCSHARES INCORPORATED

By: /s/ Ralph K. Frasier  
-----  
Ralph K. Frasier, Secretary and General Counsel

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date ----
*Frank Wobst	Chairman and Chief Executive )	
-----	Officer (principal )	
Frank Wobst	executive officer) )	
	)	
	)	

*Zuheir Sofia	President, Chief Operating	)	
- -----	Officer, Treasurer and	)	
Zuheir Sofia	Director	)	
		)	
*Gerald R, Williams	Executive Vice President	)	
- -----	and Chief Financial Officer	)	
Gerald R. Williams	(principal financial and	)	
	principal accounting officer)	)	
		)	
*Don M. Casto, III	Director	)	March 24, 1998
- -----		)	
Don M. Casto, III		)	
		)	
		)	
*Don Conrad	Director	)	
- -----		)	
Don Conrad		)	
		)	
		)	
	Director	)	
- -----		)	
Patricia T. Hayot		)	
		)	

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*Wm. J. Lhota	Director	)	
- -----		)	
Wm. J. Lhota		)	
		)	
	Director	)	
- -----		)	
Robert A. Schottenstein		)	
		)	
	Director	)	
- -----		)	
George A. Skestos		)	
		)	
	Director	)	March 24, 1998
- -----		)	
Lewis R. Smoot		)	
		)	
*Timothy P. Smucker	Director	)	
- -----		)	
Timothy P. Smucker		)	
		)	
		)	
*William J. Williams	Director	)	
- -----		)	
William J. Williams		)	

\*By: /s/ Ralph K. Frasier  
-----  
Ralph K. Frasier, attorney-in-fact  
for each of the persons indicated

Pursuant to the requirements of the Securities Act of 1933, the trustee of the Plan has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Columbus, State of Ohio, on March 24, 1998.

HUNTINGTON SUPPLEMENTAL STOCK PURCHASE AND TAX  
SAVINGS PLAN AND TRUST

BY: THE HUNTINGTON NATIONAL BANK, TRUSTEE

By: /s/ Kathleen Chapin  
-----  
Its: Vice President

Registration No. 33-44208

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

POST EFFECTIVE AMENDMENT NO. 1 TO

FORM S-8

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

HUNTINGTON BANCSHARES INCORPORATED

EXHIBITS

EXHIBIT INDEX

Exhibit Number - - - - -	Exhibit Description -----	Pagination By Sequential Numbering System -----
4(a)	* Huntington Supplemental Stock Purchase and Tax Savings Plan and Trust.	
4(b)	** First Amendment to the Huntington Supplemental Stock Purchase and Tax Savings Plan and Trust, dated November 19, 1997.	
4(c)	Articles V, VIII and X of Articles of Restatement of Charter, as amended and supplemented (Exhibit 3(i) to Annual Report on Form 10-K for the year ended December 31, 1993, and Exhibit 3(i)(b) to Quarterly Report on Form 10-Q for the quarterly period ended March 31, 1996, 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.	
4(d)	Rights Plan, dated February 22, 1990, between Huntington Bancshares Incorporated and The Huntington Trust Company, National Association (Exhibit 1 to Registration Statement on Form 8-A, filed with the Securities and Exchange Commission on February 22, 1990, and incorporated herein by reference).	
4(e)	Amendment No. 1 to the Rights Agreement, dated August 16, 1995 (Exhibit 4(b) to Form 8-K, dated August 16, 1995, and incorporated herein by reference).	
5	* Opinion of Porter, Wright, Morris & Arthur regarding legality.	
24 (a)	Consent of Porter, Wright Morris & Arthur (included in Exhibit 5 filed herewith).	
24(b)	** Consent of Ernst & Young.	

24(c)      \*\*    Consent of BDO Seidman, L.L.P.

25(a)      \*     Powers of Attorney.

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\*    Previously Filed

\*\* Filed with this Registration Statement

FIRST AMENDMENT  
TO THE  
HUNTINGTON SUPPLEMENTAL  
STOCK PURCHASE AND TAX SAVINGS PLAN AND TRUST

Pursuant to the authority granted under Section 8.1 of the Huntington Supplemental Stock Purchase and Tax Savings Plan and Trust (the "Plan"), Huntington Bancshares Incorporated hereby amends the Plan as follows effective as stated herein.

Effective January 1, 1998:

1. Section 1.2 of the Plan is hereby deleted in its entirety and substituted in lieu and in place thereof is the following new Section 1.2.

"SECTION 1.2. PURPOSE OF THE PLAN. The purpose of this Plan is to provide a supplemental savings program for Eligible Employees of Huntington Bancshares Incorporated and its related companies who are unable to make important contributions to the Huntington Stock Purchase and Tax Savings Plan because the Employees have made the maximum elective deferrals under Internal Revenue Code Section 402(g) or the maximum elective contributions under the terms of the Huntington Stock Purchase and Tax Savings Plan."

2. Section 2.3 of the Plan is hereby deleted in its entirety and substituted in lieu and in place thereof is the following new Section 2.3:

"SECTION 2.3 ELIGIBLE EMPLOYEE shall mean, for any Plan year, a person employed by an Employer who is a Participant in the Qualified Plan and who is determined by the Compensation and Stock Option Committee of the Company's Board of Directors to be a member of a select group of management or highly compensated employees and who is designated by the Compensation and Stock Option Committee of the Company's Board of Directors to be an Eligible Employee under the Plan. Any Employee who was a Participant on November 19, 1997, is not an Eligible Employee unless nominated by the Compensation and Stock Option Committee of the Company's Board of Directors. The accounts of such former Eligible Employees shall remain in the Plan and be administered in accordance with the Plan.

Prior to the beginning of the Plan year for which their participation shall be effective, the Company shall notify those individuals, if any,

who will (for the first time) become Eligible Employees effective as of the first day of the Plan Year following their election by the Compensation and Stock Option Committee of the Company's Board of Directors. Once the Compensation and Stock Option Committee of the Company's Board of Directors determines that an individual is an Eligible Employee, that person shall remain an Eligible Employee for all following Plan Years unless or until the Compensation and Stock Option Committee of the Company's Board of Directors determines that he is no longer an Eligible Employee, in which case the person's participation in the Plan shall cease effective as of the first day of the Plan Year following his removal."

3. Section 2.9 of the Plan is hereby deleted in its entirety and substituted in lieu and in place thereof is the following new Section 2.9:

"SECTION 2.9 SUPPLEMENTAL PRE-TAX CONTRIBUTIONS shall mean the contributions made by a Participant pursuant to Section 3.1. The Trustee shall hold the Supplemental Pre-Tax Contributions of each Participant in a Supplemental Account."

4. Section 3.1 of the Plan is hereby deleted in its entirety and substituted in lieu and in place thereof is the following new Section 3.1:

"SECTION 3.1 SUPPLEMENTAL PRE-TAX CONTRIBUTIONS. Each Eligible Employee may elect to have all or any portion of the Pre-Tax Contributions (matched or unmatched) that he elected to defer under the Qualified Plan, but which cannot be allocated to his Pre-Tax Contribution account under such plan for the Plan Year because the Employee has made the maximum elective deferrals

under Internal Revenue Code Section 402(g) or the maximum elective contributions under the terms of the Qualified Plan, allocated to his Supplemental Account under this Plan.

An election pursuant to this section must be made prior to the calendar year in which the Compensation to which such election applies is earned; except as to the year in which an employee first becomes an Eligible Employee. With respect to the year in which an employee first becomes an Eligible Employee, the election must be made prior to the pay period in which Compensation subject to an election is earned. For purposes of the 1998 Plan Year only, and in conjunction with the amendment and restatement of the Qualified Plan effective as if April 1, 1998, all Eligible Employees shall include in their election for the 1998 Plan Year, the percentage of pre-April

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1, 1998 and post-April 1, 1998 contribution deferrals. An election shall remain in full force and effect for subsequent calendar years unless revoked or modified by written instrument delivered to the Plan Administrator prior to the first day of the calendar year for which such revocation is to be effective.

Supplemental Pre-Tax Contributions shall be paid to the Trustee by the Employer within a reasonable time after the payroll period with respect to which the reduction in an Employee's Compensation pertains, but in no event later than the end of the succeeding month."

Effective April 1, 1998:

5. Section 2.12 is hereby deleted in its entirety and substituted in lieu and in place there of is the following new Section 2.12:

"SECTION 2.12. VALUATION DATE shall mean each business day of the Plan Year that the New York Stock Exchange is open for trading or such other date or dates deemed necessary or appropriate by the Administrator."

6. Section 3.2 of the Plan is hereby deleted in its entirety and substituted in lieu and in place thereof is the following new Section 3.2:

"SECTION 3.2 SUPPLEMENTAL MATCHING CONTRIBUTIONS. The Employer shall make Supplemental Matching Contributions to the Plan equal to one hundred percent (100%) of the Supplemental Pre-Tax Contributions made by a Participant pursuant to Section 3.01 of the Plan. Provided, however, such Supplemental Matching Contribution shall not be made on elective deferrals which exceed three percent (3%) of the Participant's Compensation.

The Employer shall make additional Supplemental Matching Contributions to the Plan equal to fifty percent (50%) of the Supplemental Matching Contributions made by a Participant pursuant to Section 3.1 to the extent that such elective deferrals exceed three percent (3%) but do not exceed five percent (5%) of the Participant's Compensation.

Such Supplemental Matching Contributions shall be fully vested and nonforfeitable at all times.

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Supplemental Matching Contributions may be made by the Employer concurrently with payments to the Trustee of the Participant's Supplemental Pre-Tax Contributions under Section 3.1, provided, however, such Supplemental Matching Contributions shall be made no later than the time prescribed by law for filing the Employer's Federal income tax return (including extensions) for the taxable year with respect to which the Supplemental Matching Contributions are made. Supplemental Matching Contributions may be made in the form of cash or Common Stock, or a combination thereof."

Effective December 1, 1997:

7. Section 7.2 of the Plan is hereby deleted in its entirety and substituted in lieu and in place thereof is the following new Section 7.2:

"SECTION 7.2 GENERAL POWERS OF ADMINISTRATION. All provisions set forth in the Qualified Plan with respect to the

administrative powers and duties of Huntington Bancshares Incorporated, when relevant, including the appointment of a Plan Administrative Committee to act as the agent of the Company in performing these duties, shall apply to this Plan. The Company shall be entitled to rely conclusively upon all tables, valuations, certificates, opinions and reports furnished by any actuary, accountant, controller, counsel or other person employed or engaged by Huntington Bancshares Incorporated with respect to the Plan. The Trustee is specifically authorized to adopt unit accounting so that the administration of this Plan can be done on the basis of daily valuations."

8. In all other respects, the provisions of the Plan shall remain in full force and effect.

HUNTINGTON BANCSHARES INCORPORATED  
(COMPANY)

Date: November 19, 1997

By: /s/ Brend Warner  
-----  
Its: Vice President  
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THE HUNTINGTON NATIONAL BANK  
(TRUSTEE)

Date: November 19, 1997

By: /s/ Norman Jacobs  
-----  
Its: President Trust Division  
-----  
and Senior Trust Officer

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CONSENT OF INDEPENDENT AUDITORS

We consent to the incorporation by reference in Post-Effective Amendment No. 1 to the Registration Statement (Form S-8 No. 33-44208) pertaining to the Huntington Supplemental Stock Purchase and Tax Savings Plan and Trust of our report dated January 14, 1998, with respect to the consolidated financial statements of Huntington Bancshares Incorporated included in its Annual Report (Form 10-K) for the year ended December 31, 1997, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Columbus, Ohio  
April 1, 1998

INDEPENDENT AUDITORS' CONSENT

We hereby consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Huntington Supplemental Stock Purchase and Tax Savings Plan and Trust of our report dated January 16, 1997, relating to the consolidated balance sheet of First Michigan Bank Corporation as of December 31, 1996, and the related consolidated statements of income, shareholders' equity and cash flows for the two years then ended, appearing in Huntington Bancshares Incorporated's Annual Report on Form 10-K for the year ended December 31, 1997.

/s/ BDO SEIDMAN, LLP

BDO Siedman, LLP  
March 30, 1998  
Grand Rapids, Michigan