
**UNITED STATES
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

(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)

**HUNTINGTON BANCSHARES INCORPORATED
2001 STOCK AND LONG-TERM INCENTIVE PLAN**
(Full title of the Plan)

**Richard A. Cheap, Esq.
General Counsel and Secretary
Huntington Bancshares Incorporated
Huntington Center
41 South High Street
Columbus, Ohio 43287
614/480-8300**
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies of Correspondence to:
**Mary Beth M. Clary, Esq.
Erin F. Siegfried, Esq.
Porter, Wright, Morris & Arthur LLP
41 South High Street
Columbus, Ohio 43215**

EXPLANATORY STATEMENT

A total of 12,400,000 shares of our common stock were registered in connection with the Huntington Bancshares Incorporated 2001 Stock and Long-Term Incentive Plan (the "2001 Plan") by Form S-8 Registration Statement, Registration No. 333-61074 (the "2001 Form S-8").

On April 27, 2004, our shareholders approved the Huntington Bancshares Incorporated 2004 Stock and Long-Term Incentive Plan (the "2004 Plan"), which replaces the 2001 Plan. Of the 12,400,000 shares registered in connection with the 2001 Plan, 3,569,559 have not been issued and are not subject to issuance upon exercise of outstanding awards granted under the 2001 Plan.

Pursuant to Instruction E to Form S-8 and the telephonic interpretation of the Securities and Exchange Commission set forth at pages 123-124 of the Division of Corporation Finance's Manual of Publicly Available Telephone Interpretations, dated July 1997 (see G. Securities Act Forms, number 89), 3,569,559 shares of our common stock registered on the 2001 Form S-8 are carried forward to, and deemed covered by, the registration statement on Form S-8 filed on or about the date hereof in connection with the 2004 Plan.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

<u>Exhibit Number</u>	<u>Exhibit Description</u>
4(a)	Huntington Bancshares Incorporated 2001 Stock and Long-Term Incentive Plan, - previously filed as Exhibit 10(r) to Quarterly Report on Form 10-Q for the quarter ended March 31, 2001, and incorporated herein by reference.
4(b)	Articles V, VIII and X of Articles of Restatement of Charter, as amended and supplemented - previously filed as Exhibit 3(i) to Annual Report on Form 10-K for the year ended December 31, 1993 and Exhibit 3(i)(c) to Quarterly Report on Form 10-Q for the quarterly period ended March 31, 1998, 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(c)	Rights Plan, dated February 22, 1990, between Huntington Bancshares Incorporated and The Huntington National Bank (successor to The Huntington Trust Company, National Association) - previously filed as 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(d)	Amendment No. 1 to the Rights Agreement, dated August 16, 1995 - previously filed as Exhibit 4(b) to Form 8-K, dated August 16, 1995, and incorporated herein by reference.
5	Opinion of Porter, Wright, Morris & Arthur LLP regarding legality - previously filed as Exhibit 5 to Form S-8 Registration Statement, dated May 16, 2001 (Registration No. 333-61074), and incorporated herein by reference.
23(a)	Consent of Porter, Wright, Morris & Arthur LLP (included in Exhibit 5 to Form S-8 Registration Statement, dated May 16, 2001 (Registration No. 333-61074), and incorporated herein by reference.
23(b)*	Consent of Deloitte & Touche LLP.
23(c)*	Consent of Ernst & Young LLP.
24*	Power of Attorney.

* Filed herewith.

Signatures

Pursuant to the requirements of the Securities Act of 1933, Huntington Bancshares Incorporated 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 Registration Statement, as amended, to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Columbus, State of Ohio, on June 30, 2005.

HUNTINGTON BANCSHARES INCORPORATED

By /s/ Richard A. Cheap

Richard A. Cheap,
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.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Thomas E. Hoaglin*</u>	Chairman, Chief Executive Officer, President, and)	
Thomas E. Hoaglin	Director (Principal Executive Officer))	
)	
<u>/s/ Donald R. Kimble*</u>	Chief Financial Officer, Executive Vice President,)	
Donald R. Kimble	and Controller (Principal Financial Officer and)	
	Principal Accounting Officer))	
)	
	Director)	
Raymond J. Biggs)	
)	
<u>/s/ Don M. Casto, III*</u>	Director)	June 30, 2005
Don M. Casto, III)	
)	
	Director)	
Michael J. Endres)	
)	
<u>/s/ John B. Gerlach, Jr.*</u>	Director)	
John B. Gerlach, Jr.)	
)	
	Director)	
Karen A. Holbrook)	
)	
<u>/s/ David P. Lauer*</u>	Director)	
David P. Lauer)	
)	
<u>/s/ Wm. J. Lhota*</u>	Director)	
Wm. J. Lhota)	
)	
	Director)	
David L. Porteous)	
)	
<u>/s/ Kathleen H. Ransier*</u>	Director)	
Kathleen H. Ransier)	
)	
<u>/s/ Robert H. Schottenstein*</u>	Director)	
Robert H. Schottenstein)	
)	

* By: /s/ Richard A. Cheap
Richard A. Cheap, attorney-in-fact
for each of the persons indicated

Registration No. 333-61074

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

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24*	Power of Attorney.

* Filed herewith.

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Post-Effective Amendment No. 1 to Registration Statement 333-61074 on Form S-8 of our reports dated February 15, 2005 (March 1, 2005 as to Note 23), relating to the consolidated financial statements of Huntington Bancshares Incorporated and management's report on the effectiveness of internal control over financial reporting appearing in the Annual Report on Form 10-K of Huntington Bancshares Incorporated for the year ended December 31, 2004.

/s/ Deloitte & Touche LLP

Columbus, Ohio
June 28, 2005

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in Post Effective Amendment No. 1 to the Registration Statement (Form S-8 No. 333-61074) pertaining to the Huntington Bancshares Incorporated 2001 Stock and Long-Term Incentive Plan of our report dated January 16, 2004, except for Note 27, as to which the date is January 27, 2004, and Note 30, as to which the date is February 23, 2005, with respect to the consolidated financial statements and schedules of Huntington Bancshares Incorporated, included in its Annual Report (Form 10-K) for the year ended December 31, 2004 filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Columbus, Ohio
June 28, 2005

POWER OF ATTORNEY

(Re: 2001 Stock and Long-Term Incentive Plan)

Each director and officer of Huntington Bancshares Incorporated (the "Corporation"), whose signature appears below, hereby appoints Richard A. Cheap, Thomas E. Hoaglin, and Donald R. Kimble, or any of them, as his or her attorney-in-fact, to sign, in his or her name and behalf and in any and all capacities stated below, and to cause to be filed with the Securities and Exchange Commission, the Corporation's Post-Effective Amendment No. 1 to Registration Statement on Form S-8 (the "Registration Statement") for the purpose of amending the Corporation's Registration Statement on Form S-8 (registration No. 333-61074) relating to the Corporation's 2001 Stock and Long-Term Incentive Plan, as amended from time to time (the "Plan"), and likewise to sign and file any additional amendments, including post-effective amendments, to the Registration Statement, hereby granting to such attorneys, and to each of them, individually, full power and authority to do and perform in the name and on behalf of each of the undersigned, and in any and all such capacities, every act and thing whatsoever necessary to be done in and about the premises as fully as any of the undersigned could or might do in person, hereby granting to each such attorney-in-fact full power of substitution and revocation and hereby ratifying all that any such attorney-in-fact or his substitute may do by virtue hereof.

IN WITNESS WHEREOF, the undersigned have executed this Power of Attorney, in counterparts if necessary, effective as of June 15, 2005.

DIRECTORS/OFFICERS:

<u>Signature</u>	<u>Title</u>
<u>/s/ Thomas E. Hoaglin</u> Thomas E. Hoaglin	Chairman, Chief Executive Officer, President and Director (Principal Executive Officer)
<u>/s/ Donald R. Kimble</u> Donald R. Kimble	Chief Financial Officer, Executive Vice President and Controller (Principal Financial Officer and Principal Accounting Officer)
<u>Raymond J. Biggs</u>	Director
<u>/s/ Don M. Casto III</u> Don M. Casto, III	Director

<hr/> Michael J. Endres	Director
<hr/> /s/ John B. Gerlach, Jr.	Director
<hr/> John B. Gerlach, Jr.	
<hr/> Karen A. Holbrook	Director
<hr/> /s/ David P. Lauer	Director
<hr/> David P. Lauer	
<hr/> /s/ Wm. J. Lhota	Director
<hr/> Wm. J. Lhota	
<hr/> David L. Porteous	Director
<hr/> /s/ Kathleen H. Ransier	Director
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<hr/> /s/ Robert H. Schottenstein	Director
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