

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

**PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): December 28, 2011

HUNTINGTON BANCSHARES INCORPORATED
(Exact name of registrant as specified in its charter)

Maryland
(State or other jurisdiction
of incorporation)

1-34073
(Commission
File Number)

31-0724920
(IRS Employer
Identification No.)

Huntington Center 41 South High Street Columbus, Ohio 43287
(Address of principal executive offices, including zip code)

Registrant's telephone number, including area code: (614) 480-8300

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 8.01. Other Events.

On December 28, 2011, Huntington Bancshares Incorporated (“Huntington”) issued a press release announcing the results of its offer to exchange (the “Exchange Offer”) depositary shares representing a proportional interest in its Floating Rate Series B Non-Cumulative Preferred Stock with a liquidation preference of \$1,000 per share and, in certain cases an additional amount of cash consideration, for up to \$300 million in liquidation preference of certain series of issued and outstanding trust preferred securities (“Trust Preferred Securities”), which expired at 11:59 P.M., New York City time, on December 27, 2011. As of the time of expiration, \$35,500,000 aggregate principal amount of Trust Preferred Securities were validly tendered for exchange. A copy of the press release is attached as Exhibit 99.1 hereto.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
Exhibit 99.1	Press release, dated December 28, 2011.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

HUNTINGTON BANCSHARES INCORPORATED

Date: December 28, 2011

By: /s/ Donald R. Kimble

Name: Donald R. Kimble

Title: Senior Executive Vice President and
Chief Financial Officer

EXHIBIT INDEX

Exhibit No.

Description

Exhibit 99.1

Press release, dated December 28, 2011.



NEWS

FOR IMMEDIATE RELEASE –

Date: December 28, 2011

Contact:**Investors**

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Media

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Huntington announces results of its offer to exchange Depositary Shares representing Preferred Stock for up to \$300 million in liquidation amount of certain of its issued and outstanding Trust Preferred Securities.

Columbus, OH, December 28, 2011 – Huntington Bancshares Incorporated (“we,” “us,” or “Huntington”) (NASDAQ: HBAN) announced the final results of its offer to exchange newly issued depositary shares (the “Depositary Shares”) representing a proportional interest in its Floating Rate Series B Non-Cumulative Perpetual Preferred Stock with a liquidation preference of \$1,000 per share (the “Preferred Stock”) and, in certain cases, an additional amount of cash consideration, for up to \$300 million in liquidation preference of certain series of issued and outstanding Trust Preferred Securities (the “Exchange Offer”). The results are set forth in the table below.

The Exchange Offer expired at 11:59 P.M., New York City time, on December 27, 2011 (the “Expiration Date”). As of the Expiration Date, \$35,500,000 aggregate principal amount of Trust Preferred Securities were validly tendered for exchange, according to information provided by Global Bondholder Services Corporation, the Information and Exchange Agent with respect to the Exchange Offer. Huntington has accepted for exchange all Trust Preferred Securities validly tendered and not validly withdrawn. The expected settlement date is December 29, 2011. After settlement of the Exchange Offer, \$299,130,000 aggregate liquidation amount of Trust Preferred Securities not held by Huntington will remain outstanding.

The table below sets forth in detail the amount of each series of Trust Preferred Securities validly tendered and accepted for exchange as of the Expiration Date.

CUSIP	Title and Issuer of Securities	Aggregate Liquidation Amount Outstanding as of November 28, 2011	Aggregate Liquidation Amount Tendered and Accepted for Exchange as of December 27, 2011	Aggregate Liquidation Amount Not Held By Huntington to be Outstanding After Settlement on December 29, 2011
446283AA1; 446283AD5 446284AA9	Huntington Capital I Floating Rate Capital Securities	\$ 132,630,000	\$ 27,000,000	\$ 105,630,000
830818AA8	Huntington Capital II Floating Rate Capital Securities	\$ 52,000,000	\$ 500,000	\$ 51,500,000
830820AA4	Sky Financial Capital Trust III Floating Rate Capital Securities	\$ 75,000,000	\$ 5,000,000	\$ 70,000,000
	Sky Financial Capital Trust IV Floating Rate Capital Securities	\$ 75,000,000	\$ 3,000,000	\$ 72,000,000

This press release is neither an offer to purchase nor a solicitation to buy any of the securities. The Exchange Offer was made only by, and pursuant to the terms of, the prospectus and related letter of transmittal and only to such persons and in such jurisdictions as permitted by applicable law.

About Huntington Bancshares Incorporated

Huntington Bancshares Incorporated is a \$55 billion regional bank holding company headquartered in Columbus, Ohio. The Corporation, through its subsidiaries, including our bank subsidiary, the Huntington National Bank, founded in 1866, provides full-service commercial, small business, and consumer banking services; mortgage banking services; treasury management and foreign exchange services; equipment leasing; wealth and investment management services; trust services; brokerage services; customized insurance brokerage and service programs; and other financial products and services. The principal markets for these services are Huntington's six-state banking franchise: Ohio, Michigan, Pennsylvania, Indiana, West Virginia, and Kentucky. The primary distribution channels include a banking network of over 650 traditional branches and convenience branches located in grocery stores and retirement centers, and through an array of alternative distribution channels including internet and mobile banking, telephone banking, and over 1,300 ATMs. Through automotive dealership relationships within its six-state banking franchise area and selected other Midwest and New England states, Huntington also provides commercial banking services to the automotive dealers and retail automobile financing for dealer customers.

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