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

**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, including zip code, of principal executive offices)

**Huntington Bancshares Incorporated Deferred Compensation Plan and Trust for
Huntington Bancshares Incorporated Directors**
(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, 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**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer
Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company

Calculation of Registration Fee

Title of Securities to be registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share (2)	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee
Common Stock, \$0.01 par value, to be issued under the Huntington Bancshares Incorporated Deferred Compensation Plan and Trust for Huntington Bancshares Incorporated Directors	800,000	\$10.93	\$8,744,000	\$1,016.05

- (1) Pursuant to Rule 416(a) of the Securities Act of 1933 (the "Securities Act"), this Registration Statement shall be deemed to cover an indeterminate number of additional shares of Common Stock that become issuable under the Huntington Bancshares Incorporated Deferred Compensation Plan and Trust for Huntington Bancshares Incorporated Directors by reason of any future stock dividends, stock splits or similar transactions.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(h) of the Securities Act, based upon the average of the high and low sales prices of our Common Stock as reported on the Nasdaq Global Select Market as of February 26, 2015.

INTRODUCTION

A total of 290,647 shares of our common stock, as adjusted for stock dividends and stock splits, were registered in connection with the Huntington Bancshares Incorporated Deferred Compensation Plan and Trust for Huntington Bancshares Incorporated Directors by Form S-8 Registration Statement, Registration No. 33-41774 (the "1991 Form S-8"). The Huntington Bancshares Incorporated Deferred Compensation Plan and Trust for Huntington Bancshares Incorporated Directors was amended by a First Amendment dated May 17, 2000. A total of 800,000 shares of our common stock, as adjusted for stock dividends and stock splits, were registered in connection with the Huntington Bancshares Incorporated Deferred Compensation Plan and Trust for Huntington Bancshares Incorporated Directors by Form S-8 Registration Statement, Registration No. 333-161779 (the "2009 Form S-8"). We are registering additional shares of common stock for issuance under the Huntington Bancshares Incorporated Deferred Compensation Plan and Trust for Huntington Bancshares Incorporated Directors, as amended. The contents of the 1991 Form S-8 and the 2009 Form S-8 relating to the Huntington Bancshares Incorporated Deferred Compensation Plan and Trust for Huntington Bancshares Incorporated Directors are incorporated herein by reference.

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 Plan participants 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 REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents By Reference.

The following documents previously filed by us with the SEC are incorporated by reference:

1. Annual Report on Form 10-K for the fiscal year ended December 31, 2014;
2. Current Report on Form 8-K filed on February 24, 2015; and
3. The description of our common stock, which is registered under Section 12 of the Securities Exchange Act, in our Form 8-A filed with the SEC on April 28, 1967, including any subsequently filed amendments and reports updating such description.

Notwithstanding the foregoing, we are not incorporating any document or information deemed to have been furnished and not filed in accordance with SEC rules.

We also incorporate by reference any future filings we make with the Securities and Exchange Commission under Sections 13(a), 13(c), 14, or 15(d) of the Securities Exchange Act of 1934, as amended, until we file a post-effective amendment which indicates that all of the securities offered by the prospectus have been sold or which deregisters all securities then remaining unsold. Any statement contained in a document incorporated or deemed to be incorporated by reference in this registration statement 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 subsequently filed document that also is or is deemed to be incorporated by reference in this Registration Statement modifies or supersedes the 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.

Item 8. Exhibits.

Reference is made to the information contained in the Exhibit Index filed as part of this Registration Statement.

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 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Columbus, State of Ohio, on February 27, 2015.

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/ Stephen D. Steinour</u> Stephen D. Steinour	Chairman, Chief Executive Officer, President, and Director (Principal Executive Officer)	February 27, 2015
<u>*/s/ Howell D. McCullough III</u> Howell D. McCullough III	Senior Executive Vice President and Chief Financial Officer (Principal Financial Officer)	February 27, 2015
<u>*/s/ David S. Anderson</u> David S. Anderson	Senior Vice President and Controller (Principal Accounting Officer)	February 27, 2015
<u>*/s/ Don M. Casto, III</u> Don M. Casto, III	Director	February 27, 2015
<u>*/s/ Ann B. Crane</u> Ann B. Crane	Director	February 27, 2015
<u>*/s/ Steven G. Elliott</u> Steven G. Elliott	Director	February 27, 2015
<u>*/s/ Michael J. Endres</u> Michael J. Endres	Director	February 27, 2015

<u>*/s/ John B. Gerlach, Jr.</u> John B. Gerlach, Jr.	Director	February 27, 2015
<u>*/s/ Peter J. Kight</u> Peter J. Kight	Director	February 27, 2015
<u>*/s/ Jonathan A. Levy</u> Jonathan A. Levy	Director	February 27, 2015
<u>*/s/ Eddie R. Munson</u> Eddie R. Munson	Director	February 27, 2015
<u>*/s/ Richard W. Neu</u> Richard W. Neu	Director	February 27, 2015
<u>*/s/ David L. Porteous</u> David L. Porteous	Director	February 27, 2015
<u>*/s/ Kathleen H. Ransier</u> Kathleen H. Ransier	Director	February 27, 2015
*By: <u>/s/ Richard A. Cheap</u> Richard A. Cheap, attorney-in-fact for each of the persons indicated		

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM S-8

REGISTRATION STATEMENT

Under

THE SECURITIES ACT OF 1933

Huntington Bancshares Incorporated

EXHIBITS

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Exhibit Description</u>
4(a)	Huntington Bancshares Incorporated Deferred Compensation Plan and Trust for Huntington Bancshares Incorporated Directors, previously filed as Exhibit 4(a) to Registration Statement on Form S-8 filed on July 19, 1991.
4(b)	First Amendment to Huntington Bancshares Incorporated Deferred Compensation Plan and Trust for Huntington Bancshares Incorporated Directors, previously filed as Exhibit 10(q) to Quarterly Report 10-Q for the quarter ended March 31, 2001.
4(c)	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.
5*	Opinion of Porter, Wright, Morris & Arthur LLP regarding the legality of the common stock being registered pursuant hereto.
23(a)*	Consent of Porter, Wright, Morris & Arthur LLP (included in Exhibit 5 filed herewith).
23(b)*	Consent of Deloitte & Touche LLP.
24*	Power of Attorney.

* Filed herewith.

February 27, 2015

Huntington Bancshares Incorporated
Huntington Center
41 S. High St.
Columbus, Ohio 43287

Re: Registration Statement on Form S-8
Huntington Bancshares Incorporated Deferred Compensation Plan and Trust for Huntington Bancshares Incorporated Directors (the "Plan")

Ladies and Gentlemen:

We have acted as counsel for Huntington Bancshares Incorporated, a Maryland corporation ("Huntington"), in connection with the Registration Statement on Form S-8 (the "Registration Statement"), filed by Huntington with the Securities and Exchange Commission under the Securities Act of 1933, as amended, with respect to the registration of 800,000 shares of Huntington common stock, \$0.01 par value (the "Shares"), to be issued under the Plan.

In connection with this opinion, we have examined such corporate records, documents, and other instruments of the registrant as we have deemed necessary.

Based on the foregoing, we are of the opinion that the Shares will, when issued and paid for in accordance with the provisions of the Plan, be legally issued, fully paid and nonassessable, and entitled to the benefits of the Plan.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement.

Very truly yours,

/s/ PORTER, WRIGHT, MORRIS & ARTHUR LLP
PORTER, WRIGHT, MORRIS & ARTHUR LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports relating to the consolidated financial statements of Huntington Bancshares Incorporated and subsidiaries (the "Company"), and the effectiveness of the Company's internal control over financial reporting dated February 13, 2015, appearing in the Annual Report on Form 10-K of Huntington Bancshares Incorporated for the year ended December 31, 2014.

/s/ Deloitte & Touche LLP

Columbus, Ohio
February 26, 2015

POWER OF ATTORNEY

*(Re: Huntington Bancshares Incorporated Deferred Compensation Plan and Trust
for Huntington Bancshares Incorporated Directors)*

Each director and officer of Huntington Bancshares Incorporated (the "Corporation"), whose signature appears below, hereby appoints Richard A. Cheap, Stephen D. Steinour, and Howell D. McCullough III, 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 Registration Statement on Form S-8 (the "Registration Statement") for the purpose of registering under the Securities Act of 1933, as amended, up to 800,000 shares of the common stock of the Corporation (as such number of shares may be adjusted from time to time for stock dividends, stock splits, or similar transactions affecting the common stock of the Corporation generally) in connection with the Corporation's Deferred Compensation Plan and Trust for Huntington Bancshares Incorporated Directors, and likewise to sign and file any 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 January 21, 2015.

DIRECTORS/OFFICERS:

<u>Signature</u>	<u>Title</u>
<u>/s/ Stephen D. Steinour</u> Stephen D. Steinour	Chairman, Chief Executive Officer, President, and Director (Principal Executive Officer)
<u>/s/ Howell D. McCullough III</u> Howell D. McCullough III	Senior Executive Vice President and Chief Financial Officer (Principal Financial Officer)
<u>/s/ David S. Anderson</u> David S. Anderson	Senior Vice President and Controller (Principal Accounting Officer)
<u>/s/ Don M. Casto III</u> Don M. Casto, III	Director
<u>/s/ Ann B. Crane</u> Ann B. Crane	Director
<u>/s/ Steven G. Elliott</u> Steven G. Elliott	Director
<u>/s/ Michael J. Endres</u> Michael J. Endres	Director
<u>/s/ John B. Gerlach, Jr.</u> John B. Gerlach, Jr.	Director

/s/ Peter J. Kight
Peter J. Kight

Director

/s/ Jonathan A. Levy
Jonathan A. Levy

Director

/s/ Eddie R. Munson
Eddie R. Munson

Director

/s/ Richard W. Neu
Richard W. Neu

Director

/s/ David L. Porteous
David L. Porteous

Director

/s/ Kathleen H. Ransier
Kathleen H. Ransier

Director