

# FORM 4

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response...	0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person <b>Thompson Mark E</b>			2. Issuer Name and Ticker or Trading Symbol <b>HUNTINGTON BANCSHARES INC/MD [HBAN]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ <b>Senior EVP of Principal Sub.</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>05/01/2015</b>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
HUNTINGTON CENTER, 41 S. HIGH STREET			4. If Amendment, Date Original Filed (Month/Day/Year)					
(Street)								
COLUMBUS, OH 43287								
(City) (State) (Zip)			<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>					

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/01/2015		A		20,087 <u>(1)</u>	A	\$ 0	322,864	D	
Common Stock	05/01/2015		F		6,518 <u>(2)</u>	D	\$ 10.89	316,346	D	
Common Stock	05/04/2015		I		1,439	A	\$ 10.954	14,695	I	By Executive Deferred Compensation Plan
Common Stock								58,093	I	By Issuer's Investment and Tax Savings Plan (401(k) Plan)
Common Stock								16,317	I	By Issuer's Supplemental Stock Purchase and Tax Savings Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee/Director Stock Option (Right to Buy)	\$ 10.89	05/01/2015		A		36,478		05/01/2016 <sup>(3)</sup>	05/01/2025	Common Stock	36,478	\$ 0	36,478	D	
Employee/Director Stock Option (Right to Buy)	\$ 6.77							05/01/2013	05/01/2019	Common Stock	69,118		69,118	D	
Employee/Director Stock Option (Right to Buy)	\$ 7.06							05/01/2014	05/01/2020	Common Stock	88,032		88,032	D	
Employee/Director Stock Option (Right to Buy)	\$ 9.08							05/01/2015	05/01/2021	Common Stock	44,737		44,737	D	
Employee/Director Stock Option (Right to Buy)	\$ 6.02							07/25/2014	07/25/2018	Common Stock	324,258		324,258	D	

Employee/Director Stock Option (Right to Buy)	\$ 3.92							07/27/2010	07/27/2016	Common Stock	40,000		40,000	D	
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Thompson Mark E HUNTINGTON CENTER 41 S. HIGH STREET COLUMBUS, OH 43287			Senior EVP of Principal Sub.	

## Signatures

Elizabeth B. Moore		05/05/2015
<small>**Signature of Reporting Person</small>		<small>Date</small>

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) An award of restricted stock units, to be settled in shares of common stock, that vests in two installments: 50% on the third anniversary of the date of grant and 50% on the fourth anniversary of the date of grant.
- (2) Shares were withheld to cover the associated tax liability upon the vesting of an RSU award previously granted on May 1, 2012.
- (3) The options become exercisable in 4 equal annual increments beginning on the first anniversary of the date of grant. The date reported is the first anniversary when a portion of the options first become exercisable.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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