

FORM 4

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

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| 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 STEINOUR STEPHEN D | | | 2. Issuer Name and Ticker or Trading Symbol HUNTINGTON BANCSHARES INC/MD [HBAN] | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) President, CEO & Chairman | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 05/01/2015 | | | | | |
| HUNTINGTON CENTER, 41 S. HIGH STREET | | | | | | | | |
| (Street) | | | 4. If Amendment, Date Original Filed (Month/Day/Year) | | | 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 | | |
| COLUMBUS, OH 43287 | | | | | | | | |
| (City) (State) (Zip) | | | Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | |

| 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 | | 152,662 (1) | A | \$ 0 | 2,707,162 | D | |
| Common Stock | 05/01/2015 | | F | | 11,840 (2) | D | \$ 10.89 | 2,695,322 | D | |
| Common Stock | 05/04/2015 | | I | | 6,296 | A | \$ 10.954 | 16,781 | I | By Executive Deferred Compensation Plan |
| Common Stock | | | | | | | | 25,561 | I | By Issuer's Investment and Tax Savings Plan (401(k) Plan) |
| Common Stock | | | | | | | | 39,467 | I | By Issuer's Supplemental Stock Purchase and Tax Savings Plan |
| Common Stock | | | | | | | | 451,385 | I | by Trust |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 1474 (9-02)

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 | | 277,237 | | 05/01/2016 ⁽³⁾ | 05/01/2025 | Common Stock | 277,237 | \$ 0 | 277,237 | D | |
| Employee/Director Stock Option (Right to Buy) | \$ 4.95 | | | | | | | 01/14/2010 | 01/14/2016 | Common Stock | 1,000,000 | | 1,000,000 | D | |
| Employee/Director Stock Option (Right to Buy) | \$ 6.77 | | | | | | | 05/01/2013 | 05/01/2019 | Common Stock | 483,826 | | 483,826 | D | |
| Employee/Director Stock Option (Right to Buy) | \$ 7.06 | | | | | | | 05/01/2014 | 05/01/2020 | Common Stock | 586,880 | | 586,880 | D | |
| Employee/Director Stock Option (Right to Buy) | \$ 9.08 | | | | | | | 05/01/2015 | 05/01/2021 | Common Stock | 322,110 | | 322,110 | D | |

| | | | | | | | | | | | | | | | |
|---|---------|--|--|--|--|--|--|------------|------------|-----------------|-----------|--|-----------|---|--|
| Employee/Director Stock Option (Right to Buy) | \$ 6.02 | | | | | | | 07/25/2014 | 07/25/2018 | Common Stock | 2,120,153 | | 2,120,153 | D | |
|---|---------|--|--|--|--|--|--|------------|------------|-----------------|-----------|--|-----------|---|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|--------------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| STEINOUR STEPHEN D HUNTINGTON CENTER 41 S. HIGH STREET COLUMBUS, OH 43287 | X | | President, CEO & Chairman | |

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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