

# FORM 4

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

OMB APPROVAL	
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## 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 * France Gina 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 Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 08/16/2016			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)		

**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	08/16/2016		A		35,193	A	\$ 0 (1)	35,193	D	
Common Stock	08/16/2016		A		6,372	A	\$ 0 (2)	41,565	D	
Common Stock	08/16/2016		A		345	A	\$ 0 (3)	41,910	D	
Common Stock	08/16/2016		A		19,647	A	\$ 0 (4)	19,647	I	FirstMerit Directors' Deferred Plans

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					

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

France Gina D HUNTINGTON CENTER 41 S. HIGH STREET COLUMBUS, OH 43287	X			
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## Signatures

Elizabeth B. Moore		08/18/2016
<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) These shares were received in exchange for 20,461 shares of FirstMerit Corporation (FirstMerit) common stock upon the consummation of the merger of FirstMerit with Huntington Bancshares Incorporated (Huntington) effective August 16, 2016. Upon the consummation of the merger, each share of FirstMerit common stock, without par value, was automatically cancelled and converted into the right to receive 1.72 shares of Huntington common stock, par value \$0.01 per share, plus cash of \$5.00 per share and cash in lieu of a fractional share, if any, of Huntington common stock. The closing price of a share of FirstMerit common stock on August 15, 2016 was \$ 21.61.

(2) These shares were received in exchange for a restricted stock award in respect of 2,843 shares of FirstMerit Corporation (FirstMerit) common stock upon the consummation of the merger of FirstMerit with Huntington Bancshares Incorporated (Huntington) effective August 16, 2016. Each share of FirstMerit common stock subject to the restricted stock award vested and was cancelled upon the consummation of the merger and was automatically converted into the right to receive 1.72 shares of Huntington common stock, par value \$0.01 per share, plus cash of \$5.00 per share, plus cash in lieu of a fractional share, if any, of Huntington common stock. The closing price of a share of FirstMerit common stock on August 15, 2016 was \$21.61.

(3) These shares were received in exchange for 3,045 options to purchase shares of FirstMerit Corporation (FirstMerit) common stock upon the merger of FirstMerit with Huntington Bancshares Incorporated (Huntington) effective August 16, 2016. As a result of the merger, the options were automatically cancelled and converted into the right to receive 1.72 shares of Huntington common stock, par value \$0.01 per share, plus cash of \$5.00 per share and cash in lieu of a fractional share, if any, of Huntington common stock in respect of each Net Share (as defined in the Agreement and Plan of Merger by and between Huntington, FirstMerit and West Subsidiary Corporation, dated January 25, 2016) covered by the options. The closing price of a share of FirstMerit common stock on August 15, 2016 was \$21.61.

(4) These shares were received in exchange for 11,423 shares of FirstMerit Corporation (FirstMerit) common stock upon the consummation of the merger of FirstMerit with Huntington Bancshares Incorporated (Huntington) effective August 16, 2016. Upon the consummation of the merger, each share of FirstMerit common stock, without par value, was automatically cancelled and converted into the right to receive 1.72 shares of Huntington common stock, par value \$0.01 per share, plus cash of \$5.00 per share and cash in lieu of a fractional share, if any, of Huntington common stock. The closing price of a share of FirstMerit common stock on August 15, 2016 was \$ 21.61.

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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