

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 STEINOUR STEPHEN D (Last) (First) (Middle) HUNTINGTON CENTER, 41 S. HIGH STREET (Street) COLUMBUS, OH 43287 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol HUNTINGTON BANCSHARES INC/MD [HBAN] 3. Date of Earliest Transaction (Month/Day/Year) 05/01/2018 4. If Amendment, Date Original Filed (Month/Day/Year)	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 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
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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	05/01/2018		A		67,521 <u>(1)</u>	A	\$ 0	4,213,021	D	
Common Stock	05/01/2018		F		7,346 <u>(2)</u>	D	\$ 14.81	4,205,675	D	
Common Stock	05/01/2018		F		7,719 <u>(2)</u>	D	\$ 14.81	4,197,956	D	
Dep Shares-int in 6.25% Ser D Non-Cum Perp Pref Stk								20,000	D	
Common Stock								41,557	I	By Executive Deferred Compensation Plan
Common Stock								26,355	I	By Issuer's Investment and Tax Savings Plan (401(k) Plan)
Common Stock								45,636	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.

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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
Employee/Director Stock Option (Right to Buy)	\$ 14.81	05/01/2018		A		484,496		05/01/2019 ⁽³⁾	05/01/2028	Common Stock	484,496	\$ 0 ⁽⁴⁾	484,496	D	
Employee/Director Stock Option (Right to Buy)	\$ 6.02							07/25/2014	07/25/2018	Common Stock	1,610,250		1,610,250	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)	\$ 10.06							05/01/2017	05/01/2026	Common Stock	335,253		335,253	D	
Employee/Director Stock Option (Right to Buy)	\$ 10.89							05/01/2016	05/01/2025	Common Stock	277,237		277,237	D	
Employee/Director Stock Option (Right to Buy)	\$ 13.09							05/01/2018	05/01/2027	Common Stock	266,903		266,903	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		05/03/2018
<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 released in shares of common stock, that vests in two equal 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 a previously granted award of RSUs.
- (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.
- (4) These stock options were granted under the Issuer's 2018 Long-Term Incentive Plan.

Remarks:

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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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POWER OF ATTORNEY

Know all men by these presents that the undersigned hereby constitutes and appoints each of Elizabeth B. Moore, Erin F. Siegfried and Erin E. Tapke, acting singly, his/her true and lawful attorney-in-fact to:

(1) prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the U.S. Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain codes, passwords, and passphrases enabling the undersigned to make electronic filings with the SEC of reports required by Section 16(a) of the Securities Exchange Act of 1934 or any rule or regulation of the SEC;

(2) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Huntington Bancshares Incorporated (the "Company"), Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder or any other form, statement, certification or representation required under the federal securities laws including Form 144 (hereinafter collectively referred to as "Forms");

(3) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Forms, complete and execute any amendment or amendments thereto, and file such Forms with the SEC and any securities exchange or similar authority; and

(4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in his/her discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary and proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or his/her substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934 or any other federal securities laws.

This Power of Attorney shall remain in full force effect until the undersigned is no longer subject to Section 16 of the Securities Exchange Act of 1934 and the rules thereunder with respect to transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact. By signing this Power of Attorney the undersigned revokes as of the date hereof all powers of attorney previously executed by the undersigned for the same purposes as this Power of Attorney.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 19th day of April, 2018.

/s/Stephen D. Steinour