

# 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

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

(Print or Type Responses)

1. Name and Address of Reporting Person <b>McCullough Howell D. III</b>  (Last) (First) (Middle) <b>HUNTINGTON CENTER, 41 S. HIGH STREET</b>  (Street) <b>COLUMBUS, OH 43287</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>HUNTINGTON BANCSHARES INC/MD [HBAN]</b>  3. Date of Earliest Transaction (Month/Day/Year) <b>05/01/2019</b>  4. If Amendment, Date Original Filed(Month/Day/Year)	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>CFO &amp; Sr EVP</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
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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	05/01/2019		A		22,875 (1)	A	\$ 0	530,031.211	D	
Common Stock	05/01/2019		F		9,011 (2)	D	\$ 13.77	521,020.211	D	
Common Stock	05/01/2019		F		10,382 (2)	D	\$ 13.77	510,638.211	D	
Common Stock								3,622	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)	\$ 13.77	05/01/2019		A		164,921		05/01/2020 (3)	05/01/2029	Common Stock	164,921	\$ 0 (4)	164,921	D	
Employee/Director Stock Option (Right to Buy)	\$ 9.87							04/09/2015	04/09/2021	Common Stock	40,524		40,524	D	
Employee/Director Stock Option (Right to Buy)	\$ 10.06							05/01/2017	05/01/2026	Common Stock	82,949		82,949	D	
Employee/Director Stock Option (Right to Buy)	\$ 10.89							05/01/2016	05/01/2025	Common Stock	64,202		64,202	D	
Employee/Director Stock Option (Right to Buy)	\$ 13.09							05/01/2018	05/01/2027	Common Stock	74,733		74,733	D	
Employee/Director Stock Option (Right to Buy)	\$ 14.81							05/01/2019	05/01/2028	Common Stock	135,658		135,658	D	

## Reporting Owners

	Relationships

Reporting Owner Name / Address	Director	10% Owner	Officer	Other
McCullough Howell D. III HUNTINGTON CENTER 41 S. HIGH STREET COLUMBUS, OH 43287			CFO & Sr EVP	

## Signatures

Elizabeth B. Moore		05/03/2019
<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 options were awarded under the Issuer's equity compensation plan.

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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