

# FORM 4

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

OMB APPROVAL  
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 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>Pohle Richard A</b>  <small>(Last) (First) (Middle)</small> <b>HUNTINGTON CENTER, 41 S. HIGH STREET</b>  <small>(Street)</small> <b>COLUMBUS, OH 43287</b>  <small>(City) (State) (Zip)</small>	2. Issuer Name and Ticker or Trading Symbol <b>HUNTINGTON BANCSHARES INC /MD/ [HBAN]</b>  3. Date of Earliest Transaction (Month/Day/Year) <b>05/01/2021</b>  4. If Amendment, Date Original Filed(Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <div style="border: 1px solid black; padding: 2px; width: fit-content;">Executive Vice President</div>
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		

**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	05/01/2021		A		7,018 <small>(1)</small>	A	\$ 0	80,844 <small>(2)</small>	D	
Common Stock	05/01/2021		F		622 <small>(3)</small>	D	\$ 0	80,222	D	
Common Stock	05/01/2021		F		1,101 <small>(3)</small>	D	\$ 15.32	79,121	D	
Common Stock	05/01/2021		F		2,131 <small>(4)</small>	D	\$ 15.32	76,990	D	
Common Stock								3,568.38	I	By Issuer's Investment and Tax Savings Plan (401(k) Plan)

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.**

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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		Date Exercisable	Expiration Date					

## Reporting Owners

	Relationships
Reporting Owner Name /	

Address	Director	10% Owner	Officer	Other
Pohle Richard A HUNTINGTON CENTER 41 S. HIGH STREET COLUMBUS, OH 43287			Executive Vice President	

## Signatures

Elizabeth B. Moore, Attorney-in-Fact		05/04/2021
<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) Shares earned for 2018-2020 performance share unit (PSU) award cycle.
- (2) Total includes accrued dividend equivalents reflecting exempt automatic reinvestment of dividends on awards of restricted stock units.
- (3) Shares were withheld to cover the associated tax liability upon the vesting of a previously granted award of RSUs.
- (4) Shares were withheld to cover the associated tax liability upon the vesting of shares for the 2018 - 2020 PSU cycle.

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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