

# FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287  
Estimated average burden hours per response... 0.5

**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>STEINOUR STEPHEN D</b> <small>(Last) (First) (Middle)</small> HUNTINGTON CENTER, 41 S. HIGH STREET <small>(Street)</small> COLUMBUS, OH 43287 <small>(City) (State) (Zip)</small>	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 <span style="margin-left: 100px;"><input type="checkbox"/> 10% Owner</span> <input checked="" type="checkbox"/> Officer (give title below) <span style="margin-left: 100px;"><input type="checkbox"/> Other (specify below)</span> President, CEO & Chairman
3. Date of Earliest Transaction (Month/Day/Year) 04/30/2021		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
<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>		

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	04/30/2021		M		61,097	A	\$ 9.08	5,723,892.6 (1)	D	
Common Stock	04/30/2021		F		47,452	D	\$ 15.355	5,676,440.6	D	
Common Stock	05/01/2021		A		321,723 (2)	A	\$ 0	5,998,163.6	D	
Common Stock	05/01/2021		F		7,057 (3)	D	\$ 15.32	5,991,106.6	D	
Common Stock	05/01/2021		F		17,685 (3)	D	\$ 0	5,973,421.6	D	
Common Stock	05/01/2021		F		28,634 (4)	D	\$ 15.32	5,944,787.6	D	
Dep Shares-int in 6.25% Ser D Non-Cum Perp Pref Stk								20,000	D	
Common Stock								49,512.529	I	By Executive Deferred Compensation Plan
Common Stock								42,601.71	I	By Issuer's Investment and Tax Savings Plan (401(k) Plan)
Common Stock								77,717.45	I	By Issuer's Supplemental Stock Purchase and Tax Savings Plan
Common Stock								478,235	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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee/Director Stock Option (Right to Buy)	\$ 9.08	04/30/2021		M		61,097	05/01/2015	05/01/2021	Common Stock	61,097	\$ 0	0	D	

Employee/Director Stock Option (Right to Buy)	\$ 8.57						05/01/2021	05/01/2030	Common Stock	760,135		760,135	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	
Employee/Director Stock Option (Right to Buy)	\$ 13.77						05/01/2020	05/01/2029	Common Stock	589,005		589,005	D	
Employee/Director Stock Option (Right to Buy)	\$ 14.81						05/01/2019	05/01/2028	Common Stock	484,496		484,496	D	
Employee/Director Stock Option (Right to Buy)	\$ 16.08						03/26/2022	03/26/2031	Common Stock	331,439		331,439	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, Attorney-in-Fact	05/04/2021
	Date

## 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) Total includes accrued dividend equivalents reflecting exempt automatic reinvestment of dividends on awards of restricted stock units.
- (2) Shares earned for 2018-2020 performance share unit (PSU) award cycle.
- (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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.