

FORM 4

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

OMB APPROVAL	
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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 SHAHER THOMAS C		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 type="checkbox"/> Director <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> 10% Owner <input type="checkbox"/> Other (specify below) SEVP of Significant Subsidiary	
(Last) (First) (Middle) HUNTINGTON CENTER, 41 S. HIGH STREET		3. Date of Earliest Transaction (Month/Day/Year) 06/09/2021			
(Street) COLUMBUS, OH 43287		4. If Amendment, Date Original Filed (Month/Day/Year)		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	
(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	06/09/2021		A		599,710	A	\$ 0 (1)	599,710 (2)	D	

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: 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)	\$ 17.89	06/09/2021		A		26,667		02/21/2018	02/22/2027	Common Stock	26,667	\$ 0 (3)	26,667	D	
Employee/Director Stock Option (Right to Buy)	\$ 15.64	06/09/2021		A		17,185		08/09/2018	08/10/2027	Common Stock	17,185	\$ 0 (3)	17,185	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SHAHER THOMAS C HUNTINGTON CENTER 41 S. HIGH STREET COLUMBUS, OH 43287			SEVP of Significant Subsidiary	

Signatures

Elizabeth B. Moore, Attorney-in-Fact	06/11/2021
<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) Acquired pursuant to the Agreement and Plan of Merger, dated as of December 13, 2020 (the Merger Agreement), by and between Huntington Bancshares Incorporated (Huntington) and TCF Financial Corporation (TCF), pursuant to which TCF merged with and into Huntington, with H
- (2) Total includes 559,578 service-based RSU awards, including the impact of dividend equivalents, that will vest in shares of common stock over the passage of time.
- (3) Pursuant to the terms of the Merger Agreement, each TCF option outstanding and unexercised under TCF stock plans immediately prior to the Effective Time (a TCF Stock Option) was assumed and converted automatically into an option (an Adjusted Stock Option) to purchase, on the s immediately prior to the Effective Time, by (2) the Exchange Ratio.

Remarks:

In addition, pursuant to the Merger Agreement, at the Effective Time, each outstanding TCF equity award granted under TCF equity compensation plans, other than unvested TCF restricted stock awards held by non-employee directors, was converted into a corresponding award with respect to Huntington Common Stock, with the number of shares underlying such award (and, in the case of stock options, the applicable exercise price) adjusted based on employee director vested and was converted into the right to receive the Merger Consideration in respect of each share of TCF Common Stock subject to such TCF restricted stock award immediately prior to the Effective Time.

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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