

# 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>Rhodes Steven Lee</b>			2. Issuer Name and Ticker or Trading Symbol <b>HUNTINGTON BANCSHARES INC /MD/ [HBAN]</b>			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>Executive V.P.</b>		
(Last) (First) (Middle) <b>HUNTINGTON CENTER, 41 S. HIGH STREET</b>			3. Date of Earliest Transaction (Month/Day/Year) <b>05/01/2022</b>					
(Street) <b>COLUMBUS, OH 43287</b>			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)			<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	05/01/2022		A		10,432.938 (1)	A	\$ 0	148,014.285 (2)	D	
Common Stock	05/01/2022		F		1,380 (3)	D	\$ 13.15	146,634.285	D	
Common Stock	05/01/2022		F		1,450 (3)	D	\$ 13.15	145,184.285	D	
Common Stock	05/01/2022		F		4,732 (4)	D	\$ 13.15	140,452.285	D	
Common Stock	05/02/2022		M		7,126	A	\$ 8.57	147,578.285	D	
Common Stock	05/02/2022		M		2,376	A	\$ 8.57	149,954.285	D	
Common Stock	05/02/2022		S		505	D	\$ 13.285	149,449.285	D	
Common Stock	05/02/2022		F		1,918	D	\$ 13.25	147,531.285	D	
Common Stock	05/02/2022		F		5,750	D	\$ 13.255	141,781.285	D	
Common Stock	05/02/2022		S		14,200	D	\$ 13.28	127,581.285	D	
Common Stock								250.24	I	By Issuer's Supplemental Stock Purchase and Tax Savings Plan (5)

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
Employee/Director Stock Option (Right to Buy)	\$ 8.57	05/02/2022		M		2,376	05/01/2021	05/01/2030	Common Stock	2,376	\$ 0	26,129	D	

Employee/Director Stock Option (Right to Buy)	\$ 8.57	05/02/2022		M		7,126	05/01/2021	05/01/2030	Common Stock	7,126	\$ 0	19,003	D	
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rhodes Steven Lee HUNTINGTON CENTER 41 S. HIGH STREET COLUMBUS, OH 43287			Executive V.P.	

## Signatures

Kirk D. Johnson, Attorney-in-Fact		05/03/2022
<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 2019-2021 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) Reflects shares withheld to satisfy reporting person's tax withholding obligation upon the vesting of a restricted stock unit award.

(4) Shares were withheld to cover the associated tax liability upon the vesting of shares for the 2019- 2021 PSU cycle.

(5) The filing of this statement shall not be construed as an admission that the undersigned is, for the purpose of Section 16 of the Securities and Exchange Act of 1934 or otherwise, the beneficial owner of the securities.

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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