

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 Heller Paul G <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) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ Sr. EVP & Chief Technology Off
3. Date of Earliest Transaction (Month/Day/Year) 05/04/2022		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
4. If Amendment, Date Original Filed (Month/Day/Year)		

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	05/04/2022		M		31,673	A	\$ 8.57	524,865.085	D	
Common Stock	05/04/2022		M		31,672	A	\$ 8.57	556,537.085	D	
Common Stock	05/04/2022		M		6,958	A	\$ 10.06	563,495.085	D	
Common Stock	05/04/2022		M		2,982	A	\$ 10.06	566,477.085	D	
Common Stock	05/04/2022		F		25,369	D	\$ 13.48	541,108.085	D	
Common Stock	05/04/2022		F		25,384	D	\$ 13.46	515,724.085	D	
Common Stock	05/04/2022		S		51,354.152	D	\$ 13.4613 (1)	464,369.933	D	
Common Stock								6,808.82	I	By Issuer's Supplemental Stock Purchase and Tax Savings Plan (2)

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)	\$ 10.06	05/04/2022		M			2,982	05/01/2017	05/01/2026	Common Stock	2,982	\$ 0	6,958	D	
Employee/Director Stock Option (Right to Buy)	\$ 10.06	05/04/2022		M			6,958	05/01/2017	05/01/2026	Common Stock	6,958	\$ 0	0	D	
Employee/Director Stock Option (Right to Buy)	\$ 8.57	05/04/2022		M			31,672	05/01/2021	05/01/2030	Common Stock	31,672	\$ 0	158,362	D	
Employee/Director Stock Option (Right to Buy)	\$ 8.57	05/04/2022		M			31,673	05/01/2021	05/01/2030	Common Stock	31,673	\$ 0	126,689	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)	\$ 13.77							05/01/2020	05/01/2029	Common Stock	176,701		176,701	D	
Employee/Director Stock Option (Right to Buy)	\$ 14.81							05/01/2019	05/01/2028	Common Stock	135,658		135,658	D	
Employee/Director Stock Option (Right to Buy)	\$ 16.08							03/26/2022	03/26/2031	Common Stock	126,262		126,262	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Heller Paul G HUNTINGTON CENTER 41 S. HIGH STREET COLUMBUS, OH 43287			Sr. EVP & Chief Technology Off	

Signatures

Kirk D. Johnson, Attorney-in-Fact		05/05/2022
<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) This transaction was executed in multiple trades ranging from \$13.46 to \$13.475. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer, full information regarding the number of shares and prices at which the transaction was effected.
- (2) 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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