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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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| | | |
|---|---|---|
| 1. Name and Address of Reporting Person * <u>Houston Helga</u> (Last) (First) (Middle) HUNTINGTON CENTER 41 S. HIGH STREET (Street) COLUMBUS OH 43287 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>HUNTINGTON BANCSHARES INC /MD/ [HBAN]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) Other (specify below) X Senior Exec. V. P. |
| | 3. Date of Earliest Transaction (Month/Day/Year) 05/01/2023 | |
| | 4. If Amendment, Date of 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 | 05/01/2023 | | A | | 163,695.025 ⁽¹⁾ | A | \$0.0000 | 673,136.681 ⁽²⁾ | D | |
| Common Stock | 05/01/2023 | | F | | 824 ⁽³⁾ | D | \$10.99 | 672,312.681 | D | |
| Common Stock | 05/01/2023 | | F | | 4,119 ⁽³⁾ | D | \$10.99 | 668,193.681 | D | |
| Common Stock | 05/01/2023 | | F | | 7,548 ⁽³⁾ | D | \$10.99 | 660,645.681 | D | |
| Common Stock | 05/01/2023 | | F | | 54,348 ⁽⁴⁾ | D | \$10.99 | 606,297.681 | D | |
| Common Stock | | | | | | | | 206,645.217 ⁽⁵⁾ | I | By Executive Deferred Compensation Plan ⁽⁶⁾ |
| Common Stock | | | | | | | | 17,083.82 | I | By Issuer's Supplemental Stock Purchase and Tax Savings Plan ⁽⁶⁾ |

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 Securities Underlying Derivative Security (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 | | Date Exercisable | Expiration Date | | | | | |

Explanation of Responses:

- Shares earned for 2020-2022 performance share unit (PSU) award cycle.
- Total includes accrued dividend equivalents reflecting exempt automatic reinvestment of dividends on awards of restricted stock units.
- Reflects shares withheld to satisfy reporting person's tax withholding obligation upon the vesting of a restricted stock unit award.
- Shares were withheld to cover the associated tax liability upon the vesting of shares for the 2020- 2022 PSU cycle.
- Total includes the exempt acquisition of shares via the automatic reinvestment of dividends.
- 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.

Anne Kruger, Attorney-in-Fact 05/03/2023

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.