

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

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

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) 05/30/2024	
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	05/30/2024		M		58,365	A	\$10.89	656,182.285	D	
Common Stock	05/30/2024		S		7,278	D	\$13.6354 ⁽¹⁾	648,904.285	D	
Common Stock	05/30/2024		F		7,323 ⁽²⁾	D	\$13.655	641,581.285	D	
Common Stock	05/30/2024		F		43,764 ⁽²⁾	D	\$13.64	597,817.285	D	
Common Stock								288,463.156	I	By Executive Deferred Compensation Plan ⁽³⁾
Common Stock								18,044.101	I	By Issuer's Supplemental Stock Purchase and Tax Savings Plan ⁽³⁾

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	(A)	(D)	Date Exercisable	Expiration Date						Title
Employee/Director Stock Option (Right to Buy)	\$10.89	05/30/2024		M		58,365		05/01/2016	05/01/2025	Common Stock	58,365	\$0.0000	0.0000	D	

Explanation of Responses:

- This transaction was executed in multiple trades ranging from \$13.632 to \$13.644. 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.
- Reflects shares withheld to satisfy reporting person's tax withholding obligation upon the exercise of stock options.
- 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 06/03/2024
 ** 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.