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**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>Maloney Nancy E</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 <b>Executive V.P. and Controller</b>
	3. Date of Earliest Transaction (Month/Day/Year) 07/23/2024	
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	07/23/2024		M		33,783	A	\$8.57	145,849.804	D	
Common Stock	07/23/2024		M		23,560	A	\$13.77	169,409.804	D	
Common Stock	07/23/2024		M		12,010	A	\$13.09	181,419.804	D	
Common Stock	07/23/2024		F		1,558	D	\$15.15	179,861.804	D	
Common Stock	07/23/2024		F		9,708	D	\$15.17	170,153.804	D	
Common Stock	07/23/2024		F		10,216	D	\$15.19	159,937.804	D	
Common Stock	07/23/2024		F		12,080	D	\$15.195	147,857.804	D	
Common Stock	07/23/2024		F		20,726	D	\$15.185	127,131.804	D	
Common Stock	07/23/2024		S		57,537	D	\$15.15 <sup>(1)</sup>	69,594.804	D	

**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)	\$13.09	07/23/2024		M			12,010	05/01/2018	05/01/2027	Common Stock	12,010	\$0.0000	0.0000	D	
Employee/Director Stock Option (Right to Buy)	\$13.77	07/23/2024		M			23,560	05/01/2020	05/01/2029	Common Stock	23,560	\$0.0000	0.0000	D	
Employee/Director Stock Option (Right to Buy)	\$8.57	07/23/2024		M			33,783	05/01/2021	05/01/2030	Common Stock	33,783	\$0.0000	0.0000	D	

**Explanation of Responses:**

1. This transaction was executed in multiple trades ranging from \$15.15 to \$15.175. 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.

Anne Kruger, Attorney-in-Fact      07/25/2024  
 \*\* 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.