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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported):

May 30, 2007

## Huntington Bancshares Incorporated

(Exact name of registrant as specified in its charter)

Maryland

0-2525

31-0724920

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

41 South High Street, Columbus, Ohio

43287

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

614-480-8300

Not Applicable

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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## [Top of the Form](#)

### **Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On May 30, 2007, the Board of Directors of Huntington Bancshares Incorporated ("Huntington") approved an amendment to Huntington's charter to change the par value of Huntington's common stock and the par value of Huntington's serial preferred stock from no par value to \$0.01 per share. This amendment to the charter is expressly permitted by Section 2-605(a)(2) of the Maryland General Corporation Law to be made without action by the stockholders. Also on May 30, 2007, at Huntington's 2007 annual meeting of stockholders, Huntington's stockholders approved an amendment to Huntington's charter to increase the authorized number of shares of common stock from 500,000,000 to 1,000,000,000 shares. This amendment was duly advised and approved by the Board of Directors and submitted to the stockholders at Huntington's 2007 annual meeting of stockholders held on May 30, 2007. These amendments became effective on May 31, 2007 upon the filing with and acceptance for record by the State Department of Assessments and Taxation of Maryland of the Articles of Amendment filed as Exhibit 3.1 hereto.

### **Item 8.01 Other Events.**

At Huntington's 2007 annual meeting of stockholders held on May 30, 2007, stockholders approved the issuance of Huntington common stock in connection with the merger contemplated by the Agreement and Plan of Merger, dated as of December 20, 2006, by and among Huntington, Penguin Acquisition, LLC, a Maryland limited liability company and wholly owned subsidiary of Huntington, and Sky Financial Group, Inc. The merger remains subject to other closing conditions including approval of the stockholders of Sky Financial Group, Inc. at a special meeting of stockholders to be held on June 4, 2007, and the approval of the Board of Governors of the Federal Reserve System. Also at the 2007 annual meeting, stockholders elected three directors, ratified the appointment of Deloitte & Touche LLP as the independent registered public accounting firm for 2007, approved the 2007 Stock and Long-Term Incentive Plan, approved the First Amendment to the Management Incentive Plan, and approved the proposal to amend Huntington's charter to increase the authorized common stock from 500,000,000 to 1,000,000,000 shares. A copy of the news release announcing results of the stockholders' vote at the annual meeting is attached as Exhibit 99.1 hereto.

### **Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

The following exhibits are filed herewith:

#### EXHIBIT NO. - DESCRIPTION OF EXHIBITS

3.1 - Articles of Amendment of Huntington Bancshares Incorporated.

99.1 - News Release of Huntington Bancshares Incorporated, Dated May 30, 2007

#### About Huntington

Huntington Bancshares Incorporated is a \$35 billion regional bank holding company headquartered in Columbus, Ohio. Through its affiliated companies, Huntington has more than 141 years of serving the financial needs of its customers. Huntington provides innovative retail and commercial financial products and services through over 380 regional banking offices in Indiana, Kentucky, Michigan, Ohio, and West Virginia. Huntington also offers retail and commercial financial services online at [huntington.com](http://huntington.com); through its technologically advanced, 24-hour telephone bank; and through its network of nearly 1,000 ATMs. Selected financial service activities are also conducted in other states including: Dealer Sales offices in Arizona, Florida, Georgia, North Carolina, New Jersey, Pennsylvania, South Carolina, and Tennessee; Private Financial and Capital Markets Group offices in Florida; and Mortgage Banking offices in Maryland and New Jersey. International banking services are made available through the headquarters office in Columbus and a limited purpose office located in the Cayman Islands and another located in Hong Kong.

#### Additional Information About the Huntington and Sky Financial Group Merger and Where to Find It

In connection with the proposed merger of Huntington Bancshares Incorporated and Sky Financial Group, Huntington and Sky Financial will be filing relevant documents concerning the transaction with the Securities and Exchange Commission. On April 19, 2007, Huntington filed Amendment No. 2 to the registration statement on Form S-4 with the Securities and Exchange Commission, which includes the final proxy statement/prospectus. Stockholders are able to obtain a free copy of the proxy statement/prospectus, as well as other filings containing information about Huntington and Sky Financial, at the Securities and Exchange Commission's internet site (<http://www.sec.gov>). Copies of the proxy statement/prospectus and the filings with the Securities and Exchange Commission that are incorporated by reference in the proxy statement/prospectus can also be obtained, without charge, by directing a request to Huntington, Huntington Center, 41 South High Street, Columbus, Ohio 43287, Attention: Investor Relations, 614-480-4060, or Sky Financial, 221 South Church Street, Bowling Green, Ohio, 43402. The final proxy statement/prospectus has been mailed to stockholders of Huntington and Sky Financial.

Stockholders are urged to read the proxy statement/prospectus, and other relevant documents filed with the Securities and Exchange Commission regarding the proposed transaction when they become available, because they will contain important information.

The directors and executive officers of Huntington and Sky Financial and other persons may be deemed to be participants in the solicitation of proxies in respect of the proposed merger. Information regarding Huntington's directors and executive officers is available in its proxy statement included in the registration statement filed with the SEC by Huntington on April 19, 2007. Information regarding Sky Financial's directors and executive officers is available in its proxy statement filed with the SEC by Sky Financial on February 23, 2006. Other information regarding the participants in the proxy solicitation and a description of their direct and indirect interests, by security holdings or otherwise, are contained in the proxy statement/prospectus and other relevant materials to be filed with the SEC when they become available.

#### Forward-looking Statement

This document contains certain forward-looking statements, including certain plans, expectations, goals, and projections, and including statements about the benefits of the merger between Huntington and Sky Financial, which are subject to numerous assumptions, risks, and uncertainties. Actual results could differ materially from those contained or implied by such statements for a variety of factors including: the businesses of Huntington and Sky Financial may not be integrated successfully or such integration may take longer to accomplish than expected; the expected cost savings and any revenue synergies from the merger may not be fully realized within the expected timeframes; disruption from the merger may make it more difficult to maintain relationships with clients, associates, or suppliers; the required governmental approvals of the merger may not be obtained on the proposed terms and schedule; Huntington and/or Sky Financial's stockholders may not approve the merger; changes in economic conditions; movements in interest rates; competitive pressures on product pricing and services; success and timing of other business strategies; the nature, extent, and timing of governmental actions and reforms; and extended disruption of vital infrastructure; and other factors described in Huntington's 2006 Annual Report on Form 10-K, Sky Financial's 2006 Annual Report on Form 10-K, and documents subsequently filed by Huntington and Sky Financial with the Securities and Exchange Commission. All forward-looking statements included in this news release are based on information available at the time of the release. Neither Huntington nor Sky Financial assumes any obligation to update any forward-looking statement.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

*May 31, 2007*

Huntington Bancshares Incorporated

*By: Richard A. Cheap*

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*Name: Richard A. Cheap*

*Title: Secretary*

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Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
3.1	Articles of Amendment of Huntington Bancshares Incorporated.
99.1	News Release of Huntington Bancshares Incorporated, Dated May 30, 2007

**HUNTINGTON BANCSHARES INCORPORATED**

**ARTICLES OF AMENDMENT**

Huntington Bancshares Incorporated, a Maryland corporation (the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The charter of the Corporation (the "Charter") is hereby amended to delete the first paragraph of Article FIFTH of the Charter and to substitute the following in lieu thereof:

"FIFTH: The total number of shares of all classes which the Corporation shall have authority to issue is 1,006,617,808 shares, of which 1,000,000,000 shares shall be Common Stock, par value \$.01 per share, and 6,617,808 shares shall be Serial Preferred Stock, par value \$.01 per share. The aggregate par value of all authorized shares of stock of all classes having par value is \$10,066,178."

SECOND: The amendment to the Charter as set forth above, increasing the number of shares of stock and the number of shares of Common Stock that the Corporation is authorized to issue has been duly advised by the Board of Directors and approved by the stockholders of the Corporation as required by law. The amendment to the Charter as set forth above, changing the par value of the Common Stock and the Serial Preferred Stock is limited to a change expressly permitted by Section 2-605(a)(2) of the Maryland General Corporation Law to be made without action by the stockholders, and has been duly advised and approved by a majority of the entire Board of Directors.

THIRD: The total number of shares of stock which the Corporation had authority to issue immediately prior to the foregoing amendment of the Charter was 506,617,808 shares of stock, consisting of 500,000,000 shares of common stock, without par value, and 6,617,808 shares of Serial Preferred Stock, without par value.

FOURTH: The total number of shares of stock which the Corporation has authority to issue pursuant to the foregoing amendment of the Charter is 1,006,617,808 shares of stock, consisting of 1,000,000,000 shares of common stock, par value \$.01 per share, and 6,617,808 shares of Serial Preferred Stock, par value \$.01 per share. The aggregate par value of all authorized shares of stock having par value is \$10,066,178.

FIFTH: The information required by Section 2-607(b)(2)(i) of the Maryland General Corporation Law is not changed by the foregoing amendment of the Charter.

SIXTH: The undersigned Chief Executive Officer acknowledges these Articles of Amendment to be the corporate act of the Corporation and as to all matters of fact required to be verified under oath, the undersigned Chief Executive Officer acknowledges that to the best of his knowledge, information and belief, these matters and facts are true in all material respects and that this statement is made under the penalties of perjury.

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IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be signed in its name and on its behalf by its Chief Executive Officer and attested to by its Secretary on this 31st day of May, 2007.

ATTEST:

HUNTINGTON BANCSHARES INCORPORATED

/s/ Richard A. Cheap

By: /s/ Thomas E. Hoaglin

Name: Richard A. Cheap

Name: Thomas E. Hoaglin

Title: Secretary

Title: Chief Executive Officer

# NEWSRELEASE

FOR IMMEDIATE RELEASE

May 30, 2007

**Contacts:**

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**HUNTINGTON BANCSHARES INCORPORATED ANNOUNCES VOTE AT  
41<sup>ST</sup> ANNUAL SHAREHOLDERS MEETING**

- **Approves issuance of Huntington common stock in proposed merger with Sky Financial Group, Inc.**
- **Approves all other proposals**

COLUMBUS, Ohio — Shareholders of Huntington Bancshares Incorporated (Nasdaq: HBAN) today voted at the 2007 annual meeting of shareholders to approve the issuance of Huntington common stock in connection with the proposed merger of Sky Financial Group, Inc. (Nasdaq: SKYF) with and into Penguin Acquisition, LLC, a wholly owned subsidiary of Huntington. The proposed merger was originally announced on December 20, 2006 and is still subject to other customary closing conditions, including the approval of Sky Financial shareholders at a special meeting of shareholders scheduled to take place on June 4, 2007, and approval by the Federal Reserve Board, the final banking regulatory approval necessary for the merger to be completed.

During the annual meeting, shareholders also elected three directors, ratified the appointment of Deloitte & Touche LLP as independent auditors for 2007, approved the 2007 Stock and Long-Term Incentive Plan and the First Amendment to the Management Incentive Plan and approved the proposed amendment of Huntington's charter to increase the authorized common stock.

Speaking at the company's annual meeting, Chairman, President and Chief Executive Officer Thomas E. Hoaglin noted that the proposed merger is expected to result in significant earnings accretion in 2008. It also represents a great geographic fit. According to Hoaglin, the combined company will rank third in Ohio in deposit market share, with the leading position in the Columbus, Toledo, Canton and Youngstown MSAs. It will also have the third highest share in Indianapolis. Customers will gain added convenience with Huntington's more than 600 banking offices and 1,400 ATMs in Ohio, Michigan, Kentucky, Indiana, West Virginia and Western Pennsylvania.

Re-elected Directors are David P. Lauer, Kathleen H. Ransier and Thomas E. Hoaglin.

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