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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 5, 2008

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

On April 23, 2008, at Huntington's 2008 annual meeting of stockholders, Huntington's stockholders approved an amendment to Huntington's charter to eliminate the classified board structure and provide for annual election of all directors, as further described in Huntington's Proxy Statement for its 2008 annual meeting of shareholders. This amendment was duly advised and approved by the Board of Directors and submitted to the stockholders at Huntington's 2008 annual meeting of stockholders. This amendment became effective on May 5, 2008 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 9.01 Financial Statements and Exhibits.**

(d) Exhibits

Exhibit 3.1 - Huntington Bancshares Incorporated - Articles of Amendment, May 2008

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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 7, 2008*

Huntington Bancshares Incorporated

*By: /s/ 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	Huntington Bancshares Incorporated - Articles of Amendment, May 2008

**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 is hereby amended by deleting Article Seventh in its entirety and inserting the following in lieu thereof:

"Except as may otherwise be provided in the terms of any class or series of stock other than Common Stock, (a) at the annual meeting of stockholders of the Corporation held in 2009, each director shall be elected to hold office until the second succeeding annual meeting of stockholders and until his or her successor is duly elected and qualifies, and (b) commencing with the annual meeting of stockholders of the Corporation held in 2010, each director shall be elected to hold office until the next annual meeting of stockholders and until his or her successor is duly elected and qualifies. Directors may be elected to an unlimited number of successive terms.

Subject to the rights of holders of one or more classes or series of stock other than Common Stock to elect or remove one or more directors, any director, or the entire Board of Directors, may be removed from office at any time, but only for cause and then only by the affirmative vote of at least two-thirds of the votes entitled to be cast generally in the election of directors."

SECOND: The tenure of office of any director elected prior to the annual meeting of stockholders of the Corporation held in 2009 shall not be affected hereby.

THIRD: The amendment to the charter of the Corporation as set forth above has been duly advised by the Board of Directors and approved by the stockholders of the Corporation as required by law.

FOURTH: There has been no change in the authorized stock of the Corporation effected by the amendment to the charter of the Corporation as set forth above.

FIFTH: The undersigned officer acknowledges these Articles of Amendment to be the corporate act of the Corporation and as to all matters of facts required to be verified under oath, the undersigned 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.

**REMAINDER OF PAGE INTENTIONALLY LEFT BLANK**

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 Assistant Secretary on this 5<sup>th</sup> day of May, 2008.

ATTEST:  
/s/ Larry Case  
Name: Larry D. Case  
Title: Assistant Secretary

HUNTINGTON BANCSHARES INCORPORATED  
By: /s/ Thomas E. Hoaglin  
Name: Thomas E. Hoaglin  
Title: Chief Executive Officer