

# FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

| OMB APPROVAL                                   |           |
|--|-----------|
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## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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).

(Print or Type Responses)

|  |  |  |   |  |  |   |  |  |
|--|--|--|---|--|--|---|--|--|
| 1. Name and Address of Reporting Person*<br><b>SCHOTTENSTEIN ROBERT H</b>          |  |  | 2. Issuer Name and Ticker or Trading Symbol<br><b>HUNTINGTON BANCSHARES INC/MD [HBAN]</b> |  |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br>Officer (give title below) Other (specify below) |  |  |
| (Last) (First) (Middle)<br><b>M/I SCHOTTENSTEIN HOMES, INC., THREE EASTON OVAL</b> |  |  | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>07/08/2004</b>                     |  |  |   |  |  |
| (Street)<br><b>COLUMBUS 43219</b>  |  |  | 4. If Amendment, Date Original Filed(Month/Day/Year)                                      |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person    |  |  |
| (City) (State) (Zip)   |  |  | <b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>   |  |  |   |  |  |

| 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                    |                                      |  |                                |   |   |            |       | 12,631  | D  |   |
| Common Stock                    |                                      |  |                                |   |   |            |       | 14,148  | I  | By Issuer's Deferred Compensation Plan for Huntington Bancshares Incorporated Directors |
| Common Stock                    |                                      |  |                                |   |   |            |       | 5,731   | I  | By Issuer's Deferred Compensation Plan for Directors                                    |

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

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**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 Underlying Securities (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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|--|--------------------------------------|--|--------------------------------|---|---|-----|--|-----------------|---|--|--|--|--|
|   |  |                                      |  | Code                           | V | (A)   | (D) | Date Exercisable   | Expiration Date |   |  |  |  |  |
| Employee/Director Stock Option (Right to Buy) | \$ 23.03   | 07/08/2004                           |  | A                              |   | 7,500   |     | 07/08/2005 <sup>(1)</sup>                                | 07/07/2011      | Common Stock 7,500  | \$ 0 <sup>(2)</sup>                        | 7,500  | D  |  |
| Employee/Director Stock Option (Right to Buy) | \$ 20.325  |                                      |  |                                |   |   |     | 04/29/2003   | 04/29/2012      | Common Stock 7,500  |  | 7,500  | D  |  |
| Employee/Director Stock Option (Right to Buy) | \$ 14.85   |                                      |  |                                |   |   |     | 05/16/2002   | 05/16/2011      | Common Stock 10,000   |  | 10,000   | D  |  |
| Employee/Director Stock Option (Right to Buy) | \$ 15.48   |                                      |  |                                |   |   |     | 05/17/2001   | 05/17/2010      | Common Stock 8,250  |  | 8,250  | D  |  |
| Employee/Director Stock Option (Right to Buy) | \$ 28.35   |                                      |  |                                |   |   |     | 05/19/2000   | 05/19/2009      | Common Stock 7,865  |  | 7,865  | D  |  |

|   |               |  |  |  |  |  |  |            |            |                 |       |  |       |   |  |
|---|---------------|--|--|--|--|--|--|------------|------------|-----------------|-------|--|-------|---|--|
| Employee/Director<br>Stock Option<br>(Right to Buy) | \$ 26.44      |  |  |  |  |  |  | 05/20/1999 | 05/20/2008 | Common<br>Stock | 6,655 |  | 6,655 | D |  |
| Employee/Director<br>Stock Option<br>(Right to Buy) | \$ 19.38      |  |  |  |  |  |  | 05/21/1998 | 05/21/2007 | Common<br>Stock | 1,464 |  | 1,464 | D |  |
| Employee/Director<br>Stock Option<br>(Right to Buy) | \$<br>20.4075 |  |  |  |  |  |  | 07/15/2004 | 07/15/2013 | Common<br>Stock | 7,500 |  | 7,500 | D |  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |              |         |       |
|--|---------------|--------------|---------|-------|
|  | Director      | 10%<br>Owner | Officer | Other |
| SCHOTTENSTEIN ROBERT H<br>M/I SCHOTTENSTEIN HOMES, INC.<br>THREE EASTON OVAL<br>COLUMBUS 43219 | X             |              |         |       |

## Signatures

|   |            |
|---|------------|
| Elizabeth B. Moore, Power of Attorney   | 07/16/2004 |
|  Signature of Reporting Person | Date       |

## Explanation of Responses:

- \* 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).
- (1) Options become exercisable in 3 equal annual increments beginning on the first anniversary of the date of grant.
- (2) Options were granted under the Issuer's 2004 Stock and Long-Term Incentive Plan.

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

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