

# FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287  
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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

(Print or Type Responses)

| 1. Name and Address of Reporting Person*<br><b>BENHASE DANIEL B</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 type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)<br><b>Sr EVP of Principal Sub</b> |       |   |  |  |
|--|--------------------------------------|--|---|---|---|---|-------|---|--|--|
| (Last) (First) (Middle)<br><b>HUNTINGTON CENTER, 41 S. HIGH STREET</b> |                                      |  | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>07/21/2008</b>                     |   |   |   |       |   |  |  |
| (Street)<br><b>COLUMBUS, OH 43287</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   | 07/21/2008                           |  | A   |   | 14,000<br><u>(1)</u>  | A   | \$ 0  | 63,796  | D  |  |
| Common Stock   |                                      |  |   |   |   |   |       | 2,433   | I  | By Issuer's Supplemental Stock Purchase and Tax Savings Plan |

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) | \$ 6.97  | 07/21/2008                           |  | A                              |   | 56,000  |     | 07/21/2009 <sup>(2)</sup>                                | 07/20/2015      | Common Stock  | \$ 0                                       | 56,000   | D  |  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                         |       |
|--|---------------|-----------|-------------------------|-------|
|  | Director      | 10% Owner | Officer                 | Other |
| BENHASE DANIEL B<br>HUNTINGTON CENTER<br>41 S. HIGH STREET<br>COLUMBUS, OH 43287 |               |           | Sr EVP of Principal Sub |       |

## Signatures

|  |                     |
|--|---------------------|
| Elizabeth B. Moore                           | 07/22/2008          |
| <small>Signature of Reporting Person</small> | <small>Date</small> |

## 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) An award of restricted stock units - to be settled in shares if the Reporting Person is continuously employed by the Issuer on the third anniversary of the date of grant.

(2) Options become exercisable in 3 equal annual increments beginning on the first anniversary of the date of grant.

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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