# 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

Derivative Conversion Date (Month/Day/Year) Date (Month/Day/Year) Date (Month/Day/Year) Date (Month/Day/Year) Date (Month/Day/Year) Derivative Securities Securities Date (Month/Day/Year) Derivative Derivative Securities Securities Derivative Ownership of Ir (Month/Day/Year) Derivative Ownership Ownershi	(Print or Ty	pe Response	s)																
Clark   Clar	Name and Address of Reporting Person *				HUNTINGTON BANCSHARES INC/MD							(Check all applicable)  Director 10% Owner  X Officer (give title below) Other (specify below)							
COLUMBUS, OH 43287    Columb	HUNTINGTON CENTER, 41 S. HIGH				· · · · · · · · · · · · · · · · · · ·								Sr. EVP	of Principa	i Subsidiar				
Common Stock   O7/26/2013   Z   A Deemed   Execution Date, if Ordinary   Common Stock   O7/26/2013   A Deemed   Ceg., puts, calls, warrants, options, convertible securities   Code (Month/Day/Year)   Ordinary	, , ,					4. If Amendment, Date Original Filed(Month/Day/Year)							_X_ Form filed by One Reporting Person						
Common Stock   O7/26/2013   F   One   Code	(City	)	(State)	(Zip)			Tabl	le I - N	on-De	rivative	Seci	urities	Acqu	ired, Disp	osed of, or l	Beneficially	Owned		
Common Stock    O7/26/2013   F   10,005   D   \$ 8.6   187,263   D	(Instr. 3) Date		Date	Execution Date, if any		e, if	Code (Instr. 8)		(A) or (D)	(A) or Disposed of (D) (Instr. 3, 4 and 5)		of	Beneficia Reported	ially Owned Following d Transaction(s)		Ownership Form: Direct (D)	p of Be Ov	Indirect neficial vnership	
Common Stock  Common Stock  Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.  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 control number.  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  1. Title of Derivative Conversion or Exercise Price of Derivative Security (Month/Day/Year)  (Instr. 3)  Amount of Derivative Securities Acquired (A) or Derivative Securities (Instr. 3 and 4)  (Instr. 3)  (Instr. 4)  Amount of Derivative Securities (Instr. 5)  Beneficially Ownership of the Code of CD (Instr. 4)  (Instr. 4)  (Instr. 4)  (Instr. 4)  (Instr. 4)								Code	. V	Amou	ınt	or	Price						
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.    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 control number.    Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)   Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)   Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)   Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)   Table II - Derivative Securities Acquired (Month/Day/Year)   Transaction Date (Month/Day/Year)   Transaction(s) (Instr. 3)   Transaction Date (Month/Day/Year)   Transaction(s) (Instr. 4)   Transaction(s) (Instr. 4	Common	Stock		07/26/2013				F			)5	D		187,263			D		
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  (e.g., puts, calls, warrants, options, convertible securities)  1. Title of Security or Exercise (Instr. 3)  Price of Derivative Security  (Instr. 3)  Price of Derivative Security  Owned (Instr. 8)  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 control number.  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  (e.g., puts, calls, warrants, options, convertible securities)  7. Title and Amount of Underlying Securities (Month/Day/Year)  Ownership of Instr. 3 and 4)  Number of Underlying Securities (Instr. 5)  Beneficially Derivative Security Security Following Direct (D) Owned Security: Transaction(s) (Instr. 4)  Owned Transaction(s) (Instr. 4)  Owned Transaction(s) (Instr. 4)	Common	Stock												200			I	Ву	y Son
1. Title of Derivative Security (Instr. 3) Price of Derivative Security Security (Instr. 3) Price of Derivative Security (Instr. 3) Price of Derivative Security Security (Instr. 3) Price of Derivative Security Security (Instr. 3) Price of Derivative Security Security Security Security Security Securities (A) or Disposed of (D) (Instr. 3, and 4) Price of Derivative Securities (Instr. 3) Price of Derivative Securities (Instr. 5) Price of Derivative	Reminder:	Report on a s	separate line fo	Table II -	Derivat	tive Secu	rities	s Acqui	Per con the	sons w tained form di Disposed	ho r in th spla	nis for ays a or Ben	m are curre eficia	e not requently valid	uired to res	spond unl	ess	C 147	74 (9-02)
Date Expiration Title Number	Derivative Security	Conversion or Exercise (Month/Day Price of Derivative		3. Transaction 3A. Deemed Execution Da (Month/Day/Year) any		4. 5. Transaction Nur Code of (Instr. 8) Der See Acc (A) Dis of (Instr. 8)		umber erivative ecuritie cquired A) or isposed F(D) nstr. 3,	6. I and (M	6. Date Exer and Expirati (Month/Day,		ration Date Day/Year)		Citle and ount of derlying urities str. 3 and	Derivative Security	Derivative Securities Beneficially Owned Following Reported Transaction(	Owne Form Derive Securi Direct or Ind n(s) (I)	of ative ty: (D) irect	11. Natur of Indirec Beneficia Ownersh (Instr. 4)
Code V (A) (D) Cate Date Date Title Number of Shares						Code V	V (A	A) (D		ercisable	Dat	te	Titl	of					

### **Reporting Owners**

D C N	Relationships							
Reporting Owner Name / Address	Director	10% Owner	Officer	Other				
Neumeyer Daniel J. HUNTINGTON CENTER 41 S. HIGH STREET COLUMBUS, OH 43287			Sr. EVP of Principal Subsidiar					

# **Signatures**

Elizabeth B. Moore	07/30/2013

**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).
- $\textbf{(1)} \ \ Shares were withheld to cover the associated tax liability upon the vesting of a previously granted award of RSUs .$

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.