## FORM 4

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

OMB APPROVAL
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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                                     | s)  |  |                 | ı  |  |            |                         |   |   |  |  |  |      |  |   |                     |
|--|---|--|-----------------|--|--|------------|-------------------------|---|---|--|--|--|------|--|---|---------------------|
| Name and Address of Reporting Person *  Dunlap James E       |   |  |                 | 2. Issuer Name<br>HUNTINGT   |  |            |                         |   | [HBAN]  | Director 10% Owner   |  |  |      |  |   |                     |
| (Last) (First) (Middle) HUNTINGTON CENTER, 41 S. HIGH STREET |   |  |                 | 3. Date of Earliest Transaction (Month/Day/Year) 10/21/2014                      |  |            |                         |   |   |  | X Officer (give title below) Other (specify below)  Regional Banking Group Pres.                       |  |      |  |   |                     |
| (Street) COLUMBUS, OH 43287                                  |   |  |                 | 4. If Amendmen   | te Origin  | al File    | d(Month/Day             | /Year)  |   | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person |  |  |      |  |   |                     |
| (City) (State) (Zip)   |   |  |                 | Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned |  |            |                         |   |   |  |  |  |      |  |   |                     |
| 1.Title of Security<br>(Instr. 3)                            |   | Dat                                    |                 | 2A. Deemed<br>Execution Date,<br>any<br>(Month/Day/Yea                           | if C   | (Instr. 8) |                         | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) |   |  | 5. Amount of Securities Beneficially<br>Owned Following Reported<br>Transaction(s)<br>(Instr. 3 and 4) |  |      |  |   | al<br>nip           |
| G G 1  |   | 10.                                    | 121 1201 4      |  |  | Code       | V                       | Amount  | (D)   | Price  | 255 155  |  |      | (Instr. 4)   |   |                     |
| Common Stock Common Stock                                    |   |  | /21/2014        |  |  | M          |                         | 47,253  |   |  | 275,177<br>312,830   |  |      | D<br>D   |   |                     |
| Common Stock   |   |  | 21/2014         |  |  | M<br>F     |                         | 37,653<br>71,343  |   | \$ 0.97<br>\$<br>9.215   | 241,487  |  |      | D  |   |                     |
| Common Stock   |   |  |                 |  |  |            |                         |   |   | 9.213  | 35,620   |  |      | I  | By Issu<br>Investr<br>and Ta<br>Saving<br>(401(k)                                   | nent<br>x<br>s Plan |
| Common Stock   |   |  |                 |  |  |            |                         |   |   |  | 9,063  |  |      | I  | By Issu<br>Supple<br>Stock<br>Purcha<br>Tax Sa<br>Plan                              | mental<br>se and    |
| Common Stock   |   |  |                 |  |  |            |                         |   |   |  | 8,203  |  |      | I  | by Tru  | st                  |
| Reminder: Report on a s                                      | eparate line f  | for each class of                      | securities bene | ficially owned dis   | rectly   | or indir   | Pe<br>th                | is form a   | re not  | required   | he collectior<br>to respond o  |  |      |  | SEC 147   | 74 (9-02)           |
|  |   |  | Table           | II - Derivative So   |  |            |                         |   |   |  | y Owned  |  |      |  |   |                     |
| Security (Instr. 3)  | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction<br>Date<br>(Month/Day/Y | ear) any        |  | 4. 5. Transaction of Code Se (Instr. 8) Ac or of (Ir |            | 5. Number of Derivative |   | ns, convertible securities)  6. Date Exercisable and Expiration Date (Month/Day/Year) |  |  | 7. Title and Amount<br>of Underlying<br>Securities<br>(Instr. 3 and 4) |      | Derivative Securities Beneficially Owned Following Reported Transaction(s) | Ownership<br>Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I) | Beneficia           |
|  |   |  |                 | Code   | V  | (A) (      |                         | Date<br>Exercisabl  |   | xpiration<br>ate   | Title  | Amount<br>or<br>Number<br>of<br>Shares                                 |      | (Instr. 4)   | (Instr. 4)  |                     |
| Employee/Director<br>Stock Option<br>(Right to Buy)          | \$ 6.97   | 10/21/201                              | 4               | М  |  |            |                         | 07/21/20  | 09 07   | 7/21/2015  | Common<br>Stock  | 37,653   | \$ 0 | 14,347   | D   |                     |
| Employee/Director<br>Stock Option<br>(Right to Buy)          | \$ 6.02   | 10/21/201                              | 4               | М  |  | 47         | ,253                    | 07/25/20  | 014 07  | 7/25/2018  | Stock  | 47,253   | \$ 0 | 401,720  | D   |                     |

### **Reporting Owners**

| D (1 0 N /   | Relationships |              |                              |       |  |  |  |  |  |
|--|---------------|--------------|------------------------------|-------|--|--|--|--|--|
| Reporting Owner Name /<br>Address  | Director      | 10%<br>Owner | Officer                      | Other |  |  |  |  |  |
| Dunlap James E<br>HUNTINGTON CENTER<br>41 S. HIGH STREET<br>COLUMBUS, OH 43287 |               |              | Regional Banking Group Pres. |       |  |  |  |  |  |

#### **Signatures** 10/23/2014 Elizabeth B. Moore Date \*\*Signature of Reporting Person

### **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).

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.