FORM 4	4
--------	---

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 Pesne

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

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden hours per response... 0.5

### 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 NAVARRO MARY W	2. Issuer Name HUNTINGT [HBAN]			0	•	(Check all Director X_Officer (give title below)				
(Last) (First) HUNTINGTON CENTER, 4 STREET	3. Date of Earlie 02/11/2015	st Transac	tion	(Month/D	ay/Yea	Sr EVP of	Principal Su	5		
(Street) COLUMBUS, OH 43287	4. If Amendmen	t, Date Ori	gina	l Filed(Mo	nth/Day/	_X_ Form filed by One Reporting Pe	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)	1	Fable I - N	on-I	Derivative	e Secu	cquired, Disposed of, or Benefi	ired, Disposed of, or Beneficially Owned		
1.Title of Security (Instr. 3)	Date (Month/Day/Year)	Execution Date, if Transaction A any Code I		Acquired (A) or Be Disposed of (D) Re (Instr. 3, 4 and 5) (In			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	Ownership Form:	Beneficial Ownership	
			Code	v	Amount	(A) or (D)	Price		(I) (Instr. 4)	(11150. 4)
Common Stock	02/11/2015		F		1,279 ( <u>1</u> )	D	\$ 10.5	352,442	D	
Common Stock								13,629	I	By Issuer's Investment and Tax Savings Plan (401(k) Plan)
Common Stock								2,055	I	By Issuer's Supplementa Stock Purchase and Tax Savings Plan

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.

SEC 1474 (9-02)

#### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

	( <i>e.g.</i> , puts, calls, warrants, options, convertible securities)														
1. Title of	2.	3. Transaction	3A. Deemed	4.		5.		6. Date Exer	cisable	7. Tit	le and	8. Price of	9. Number of	10.	11. Nature
Derivative	Conversion	Date	Execution Date, if	Transact	ion	Num	Number and Expiration Date		and Expiration Date		unt of	Derivative	Derivative	Ownership	of Indirect
Security	or Exercise	(Month/Day/Year)	any	Code		of	f (Month/Day/Year) U		Unde	rlying	Security	Securities	Form of	Beneficial	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)		Deriv	ative			Securities (I		(Instr. 5)	Beneficially	Derivative	Ownership
	Derivative					Secur	ecurities (		(Instr. 3 and			Owned	Security:	(Instr. 4)	
	Security					Acqu	ired			4)			Following	Direct (D)	
						(A) o	r						Reported	or Indirect	
						Dispo	osed						Transaction(s)	(I)	
						of (D	)						(Instr. 4)	(Instr. 4)	
						· ·	instr. 3,								
						4, and	15)	5)							
											Amount	1			
								D (	<b>F</b> · · ·		or				
									Expiration	Title	Number				
								Exercisable	Date		of				
				Code	V	(A)	(D)				Shares				

## **Reporting Owners**

	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		

### **Signatures**

Elizabeth B. Moore	02/12/2015
**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) 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.