

# 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* <b>Thompson Mark E</b> (Last) (First) (Middle) <b>HUNTINGTON CENTER, 41 S. HIGH STREET</b> (Street) <b>COLUMBUS, OH 43287</b> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>HUNTINGTON BANCSHARES INC/MD [HBAN]</b> 3. Date of Earliest Transaction (Month/Day/Year) <b>09/16/2019</b> 4. If Amendment, Date Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ <b>Senior EVP of Principal Sub.</b> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

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	09/16/2019		M		28,328	A	\$ 7.06	632,020,963 <a href="#">(U)</a>	D	
Common Stock	09/16/2019		M		11,013	A	\$ 9.08	643,033,963 <a href="#">(U)</a>	D	
Common Stock	09/16/2019		M		9,120	A	\$ 10.89	652,153,963 <a href="#">(U)</a>	D	
Common Stock	09/16/2019		F		6,795	D	\$ 14.615	645,358,963 <a href="#">(U)</a>	D	
Common Stock	09/16/2019		F		6,839	D	\$ 14.62	638,519,963 <a href="#">(U)</a>	D	
Common Stock	09/16/2019		F		13,665	D	\$ 14.635	624,854,963 <a href="#">(U)</a>	D	
Common Stock								17,690	I	By Executive Deferred Compensation Plan
Common Stock								65,364	I	By Issuer's Investment and Tax Savings Plan (401(k) Plan)
Common Stock								18,691	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.

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 (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		Date Exercisable	Expiration Date						Title
Employee/Director Stock Option (Right to Buy)	\$ 7.06	09/16/2019		M		28,328	05/01/2014	05/01/2020	Common Stock	28,328	\$ 0	59,704	D	
Employee/Director Stock Option (Right to Buy)	\$ 9.08	09/16/2019		M		11,013	05/01/2015	05/01/2021	Common Stock	11,013	\$ 0	33,724	D	

Employee/Director Stock Option (Right to Buy)	\$ 10.89	09/16/2019		M			9,120	05/01/2016	05/01/2025	Common Stock	9,120	\$ 0	27,358	D	
Employee/Director Stock Option (Right to Buy)	\$ 10.06							05/01/2017	05/01/2026	Common Stock	43,202		43,202	D	
Employee/Director Stock Option (Right to Buy)	\$ 13.09							05/01/2018	05/01/2027	Common Stock	29,359		29,359	D	
Employee/Director Stock Option (Right to Buy)	\$ 13.77							05/01/2020	05/01/2029	Common Stock	64,790		64,790	D	
Employee/Director Stock Option (Right to Buy)	\$ 14.81							05/01/2019	05/01/2028	Common Stock	50,872		50,872	D	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Thompson Mark E HUNTINGTON CENTER 41 S. HIGH STREET COLUMBUS, OH 43287			Senior EVP of Principal Sub.	

## Signatures

Elizabeth B. Moore		09/18/2019
<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) The total reported is reduced by 13, 195 shares, reflecting the cancellation, required due to TARP restrictions, of a portion of a restricted stock award granted to the Reporting Person on April 20, 2009.

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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