

# 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)

1. Name and Address of Reporting Person* <b>STEINOUR STEPHEN D</b>			2. Issuer Name and Ticker or Trading Symbol <b>HUNTINGTON BANCSHARES INC/MD [HBAN]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>President, CEO &amp; Chairman</b>		
(Last) (First) (Middle) <b>HUNTINGTON CENTER, 41 S. HIGH STREET</b>			3. Date of Earliest Transaction (Month/Day/Year) <b>02/24/2021</b>					
(Street) <b>COLUMBUS, OH 43287</b>			4. If Amendment, Date Original Filed(Month/Day/Year)			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		
(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	02/24/2021		M		100,000	A	\$ 9.08	5,599,500.6	D	
Common Stock	02/24/2021		F		76,124	D	\$ 16.125	5,523,376.6	D	
Dep Shares-int in 6.25% Ser D Non-Cum Perp Pref Stk								20,000	D	
Common Stock								49,512.529 (U)	I	By Executive Deferred Compensation Plan
Common Stock								42,337.77 (U)	I	By Issuer's Investment and Tax Savings Plan (401(k) Plan)
Common Stock								77,717.45 (U)	I	By Issuer's Supplemental Stock Purchase and Tax Savings Plan
Common Stock								478,235	I	by Trust

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee/Director Stock Option (Right to Buy)	\$ 9.08	02/24/2021		M		100,000		05/01/2015	05/01/2021	Common Stock	100,000	\$ 0	211,097	D	
Employee/Director Stock Option (Right to Buy)	\$ 8.57							05/01/2021	05/01/2030	Common Stock	760,135		760,135	D	
Employee/Director Stock Option (Right to Buy)	\$ 10.06							05/01/2017	05/01/2026	Common Stock	335,253		335,253	D	
Employee/Director Stock Option (Right to Buy)	\$ 10.89							05/01/2016	05/01/2025	Common Stock	277,237		277,237	D	

Employee/Director Stock Option (Right to Buy)	\$ 13.09							05/01/2018	05/01/2027	Common Stock	266,903		266,903	D	
Employee/Director Stock Option (Right to Buy)	\$ 13.77							05/01/2020	05/01/2029	Common Stock	589,005		589,005	D	
Employee/Director Stock Option (Right to Buy)	\$ 14.81							05/01/2019	05/01/2028	Common Stock	484,496		484,496	D	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STEINOUR STEPHEN D HUNTINGTON CENTER 41 S. HIGH STREET COLUMBUS, OH 43287	X		President, CEO & Chairman	

## Signatures

Elizabeth B. Moore, Attorney-in-Fact		02/25/2021
<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) Total includes exempt acquisitions of shares in plan through January 31, 2021.

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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