

# 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

(Print or Type Responses)

|  |  |  |   |  |  |  |  |  |
|--|--|--|---|--|--|--|--|--|
| 1. Name and Address of Reporting Person<br><b>Kleinman Scott D</b>     |  |  | 2. Issuer Name and Ticker or Trading Symbol<br><b>HUNTINGTON BANCSHARES INC /MD/ [HBAN]</b> |  |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>Director _____ 10% Owner _____<br><input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____<br><b>Sr. EVP of Principal Sub.</b> |  |  |
| (Last) (First) (Middle)<br><b>HUNTINGTON CENTER, 41 S. HIGH STREET</b> |  |  | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>03/26/2021</b>                       |  |  |  |  |  |
| (Street)<br><b>COLUMBUS, OH 43287</b>                                  |  |  | 4. If Amendment, Date Original Filed(Month/Day/Year)  |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><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                    | 03/26/2021                           |  | A                              |   | 24,875<br>(1)   | A          | \$ 0  | 153,220   | D  |  |
| Common Stock                    |                                      |  |                                |   |   |            |       | 288.13  | 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.

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**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 |   |  |  |  |  |
| Employee/Director Stock Option (Right to Buy) | \$ 16.08   | 03/26/2021                           |  | A                              |   | 101,010   |     | 03/26/2022(2)  | 03/26/2031      | Common Stock 101,010  | \$ 0                                       | 101,010  | D  |  |
| Employee/Director Stock Option (Right to Buy) | \$ 8.57  |                                      |  |                                |   |   |     | 05/01/2021   | 05/01/2030      | Common Stock 202,702  |  | 202,702  | D  |  |
| Employee/Director Stock Option (Right to Buy) | \$ 10.06   |                                      |  |                                |   |   |     | 05/01/2017   | 05/01/2026      | Common Stock 13,133   |  | 13,133   | D  |  |
| Employee/Director Stock Option (Right to Buy) | \$ 10.89   |                                      |  |                                |   |   |     | 05/01/2016   | 05/01/2025      | Common Stock 8,054  |  | 8,054  | D  |  |
| Employee/Director Stock Option (Right to Buy) | \$ 13.09   |                                      |  |                                |   |   |     | 05/01/2018   | 05/01/2027      | Common Stock 10,676   |  | 10,676   | D  |  |
| Employee/Director Stock Option (Right to Buy) | \$ 13.77   |                                      |  |                                |   |   |     | 05/01/2020   | 05/01/2029      | Common Stock 29,450   |  | 29,450   | D  |  |
| Employee/Director Stock Option (Right to Buy) | \$ 14.81   |                                      |  |                                |   |   |     | 05/01/2019   | 05/01/2028      | Common Stock 21,802   |  | 21,802   | D  |  |

## Reporting Owners

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

|  |  |  |                           |  |
|--|--|--|---------------------------|--|
| Kleinman Scott D<br>HUNTINGTON CENTER<br>41 S. HIGH STREET<br>COLUMBUS, OH 43287 |  |  | Sr. EVP of Principal Sub. |  |
|--|--|--|---------------------------|--|

## Signatures

|                                      |  |            |
|--------------------------------------|--|------------|
| Elizabeth B. Moore, Attorney-in-Fact |  | 03/30/2021 |
| 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) An award of restricted stock units, to be released in shares of common stock, that vests in two equal installments: 50% on the third anniversary of the date of grant and 50% on the fourth anniversary of the date of grant.
- (2) The options become exercisable in 4 equal annual increments beginning on the first anniversary of the date of grant. The date reported is the first anniversary when a portion of the options first become exercisable.

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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