

# 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* Syal Rajeev <small>(Last) (First) (Middle)</small> HUNTINGTON CENTER, 41 S. HIGH STREET <small>(Street)</small> COLUMBUS, OH 43287 <small>(City) (State) (Zip)</small>	2. Issuer Name and Ticker or Trading Symbol HUNTINGTON BANCSHARES INC /MD/ [HBAN]	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) _____ SEVP
3. Date of Earliest Transaction (Month/Day/Year) 05/06/2021		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
4. If Amendment, Date Original Filed (Month/Day/Year)		

**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	05/06/2021		M		24,282	A	\$ 8.57	309,291.02	D	
Common Stock	05/06/2021		M		5,347	A	\$ 13.09	314,638.02	D	
Common Stock	05/06/2021		F		22,721	D	\$ 15.69	291,917.02	D	
Common Stock	05/07/2021		S		6,021	D	\$ 15.5	285,896.02	D	

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	Title	Amount or Number of Shares				
Employee/Director Stock Option (Right to Buy)	\$ 13.09	05/06/2021		M			5,347	05/01/2018	05/01/2027	Common Stock	5,347	\$ 0	24,680	D	
Employee/Director Stock Option (Right to Buy)	\$ 8.57	05/06/2021		M			24,282	05/01/2021	05/01/2030	Common Stock	24,282	\$ 0	169,974	D	
Employee/Director Stock Option (Right to Buy)	\$ 10.06							05/01/2017	05/01/2026	Common Stock	19,696		19,696	D	
Employee/Director Stock Option (Right to Buy)	\$ 13.77							05/01/2020	05/01/2029	Common Stock	129,581		129,581	D	
Employee/Director Stock Option (Right to Buy)	\$ 14.81							05/01/2019	05/01/2028	Common Stock	92,054		92,054	D	
Employee/Director Stock Option (Right to Buy)	\$ 16.08							03/26/2022	03/26/2031	Common Stock	88,383		88,383	D	

## Reporting Owners

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

Syal Rajeev HUNTINGTON CENTER 41 S. HIGH STREET COLUMBUS, OH 43287			SEVP	
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**Signatures**

Elizabeth B. Moore, Attorney-in-Fact		05/10/2021
<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).

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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