

# 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>Jones Michael Scott</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)	
(Last) (First) (Middle) <b>HUNTINGTON CENTER, 41 S. HIGH STREET</b>		3. Date of Earliest Transaction (Month/Day/Year) <b>01/04/2022</b>		SEVP of Significant Subsidiary	
(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)					

**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	01/04/2022		F(1)		2,961	D	\$ 15.8	220,285.295	D	
Common Stock	01/04/2022		F(2)		8,032	D	\$ 15.8	212,253.295	D	
Common Stock								102,647 (3)	I	by Revocable Trust
Common Stock								43,356.2461 (4)	I	by TCF 401(k) Plan (3)
Common Stock								39,280.9021 (3)	I	By TCF SERP (5)

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

SEC 1474 (9-02)  
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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)
						Date Exercisable	Expiration Date					
				Code	V	(A)	(D)					

## Reporting Owners

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

Jones Michael Scott HUNTINGTON CENTER 41 S. HIGH STREET COLUMBUS, OH 43287			SEVP of Significant Subsidiary	
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## Signatures

Kirk D. Johnson, Attorney-in-Fact		01/05/2022
 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 RSAs.
- (2) Shares were withheld to cover the associated tax liability upon the vesting of a previously granted award of RSUs.
- (3) The filing of this statement shall not be construed as an admission that the undersigned is, for the purpose of Section 16 of the Securities and Exchange Act of 1934 or otherwise, the beneficial owner of the securities.
- (4) Total reflects the exempt acquisition via the automatic reinvestment of dividends and the reduction of shares related to the return of match on excess contributions to the TCF 401K Plan
- (5) The shares noted are derivative securities based on the Reporting Person's benefits under a non-qualified plan.

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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