

# 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*<br><b>Tutkovics Julie C</b><br>(Last) (First) (Middle)<br><b>HUNTINGTON CENTER, 41 S. HIGH STREET</b><br>(Street)<br><b>COLUMBUS, OH 43287</b><br>(City) (State) (Zip) | 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>Exec. VP of Principal Sub. |
| 3. Date of Earliest Transaction (Month/Day/Year)<br><b>01/14/2022</b>   |   | 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                                 |
| 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                    | 01/14/2022                           |  | M                              |   | 24,738  | A          | \$ 13.77 | 280,122.025 (1)   | D  |  |
| Common Stock                    | 01/14/2022                           |  | M                              |   | 10,602  | A          | \$ 13.77 | 290,724.025   | D  |  |
| Common Stock                    | 01/14/2022                           |  | F                              |   | 9,280   | D          | \$ 17.08 | 281,444.025   | D  |  |
| Common Stock                    | 01/14/2022                           |  | F                              |   | 21,654  | D          | \$ 17.08 | 259,790.025   | D  |  |
| Common Stock                    |                                      |  |                                |   |   |            |          | 2,821.59 (2)  | I  | By Issuer's Supplemental Stock Purchase and Tax Savings Plan (3) |

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 | (A)   | (D) | Date Exercisable   | Expiration Date | Title   | Amount or Number of Shares |  |  |  |  |
| Employee/Director Stock Option (Right to Buy) | \$ 13.77   | 01/14/2022                           |  | M                              |   | 10,602  |     | 05/01/2020   | 05/01/2029      | Common Stock  | 10,602                     | \$ 0                                       | 60,078   | D  |  |
| Employee/Director Stock Option (Right to Buy) | \$ 13.77   | 01/14/2022                           |  | M                              |   | 24,738  |     | 05/01/2020   | 05/01/2029      | Common Stock  | 24,738                     | \$ 0                                       | 35,340   | D  |  |
| Employee/Director Stock Option (Right to Buy) | \$ 8.57  |                                      |  |                                |   |   |     | 05/01/2021   | 05/01/2030      | Common Stock  | 82,348                     |  | 82,348   | D  |  |
| Employee/Director Stock Option (Right to Buy) | \$ 14.81   |                                      |  |                                |   |   |     | 05/01/2019   | 05/01/2028      | Common Stock  | 52,325                     |  | 52,325   | D  |  |
| Employee/Director Stock Option (Right to Buy) | \$ 16.08   |                                      |  |                                |   |   |     | 03/26/2022   | 03/26/2031      | Common Stock  | 50,505                     |  | 50,505   | D  |  |

**Reporting Owners**

| Reporting Owner Name / Address  | Relationships |           |                            |       |
|---|---------------|-----------|----------------------------|-------|
|   | Director      | 10% Owner | Officer                    | Other |
| Tutkovics Julie C<br>HUNTINGTON CENTER<br>41 S. HIGH STREET<br>COLUMBUS, OH 43287 |               |           | Exec. VP of Principal Sub. |       |

## Signatures

|  |  |                     |
|--|--|---------------------|
| Kirk D. Johnson, Attorney-in-Fact              |  | 01/18/2022          |
| <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 accrued dividend equivalents reflecting exempt automatic reinvestment of dividends on awards of restricted stock units.

(2) Total includes the exempt acquisition of shares via the automatic reinvestment of dividends.

(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.

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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