

# 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> (Last) (First) (Middle) HUNTINGTON CENTER, 41 S. HIGH STREET (Street) COLUMBUS, OH 43287 (City) (State) (Zip)	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 checked="" type="checkbox"/> Director <span style="margin-left: 100px;"><input type="checkbox"/> 10% Owner</span> <input checked="" type="checkbox"/> Officer (give title below) <span style="margin-left: 100px;">Other (specify below)</span> President, CEO & Chairman
3. Date of Earliest Transaction (Month/Day/Year) 08/01/2022		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	08/01/2022		M		9,940	A	\$ 10.06	805,101.904 <sup>(1)</sup>	D	
Common Stock	08/01/2022		M		9,182	A	\$ 10.89	814,283.904	D	
Common Stock								2,749,345.98 <sup>(2)</sup>	I	By Executive Deferred Compensation Plan <sup>(3)</sup>
Common Stock								2,872,505	I	By Family Trusts <sup>(3)</sup>
Common Stock								707,104 <sup>(4)</sup>	I	by GRATS
Common Stock								45,266.5 <sup>(5)</sup>	I	By Issuer's Investment and Tax Savings Plan (401(k) Plan) <sup>(3)</sup>
Common Stock								81,678.69 <sup>(5)</sup>	I	By Issuer's Supplemental Stock Purchase and Tax Savings Plan <sup>(3)</sup>
Common Stock								1,924.43	I	By Spouse <sup>(3)</sup>

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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee/Director Stock Option (Right to Buy)	\$ 10.89	08/01/2022		M		9,182	05/01/2016	05/01/2025	Common Stock	9,182	\$ 0	268,055	D	
Employee/Director Stock Option (Right to Buy)	\$ 10.06	08/01/2022		M		9,940	05/01/2017	05/01/2026	Common Stock	9,940	\$ 0	325,313	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)	\$ 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	
Employee/Director Stock Option (Right to Buy)	\$ 16.08							03/26/2022	03/26/2031	Common Stock	331,439		331,439	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

Kirk D. Johnson, Attorney-in-Fact		08/03/2022
<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 reflects the transfer of shares from directly-owned to the Executive Deferred Compensation Plan and GRATs and includes accrued dividend equivalents reflecting exempt automatic reinvestment of dividends on awards of restricted stock units.
- (2) Total reflects the transfer of shares from directly-owned to the Executive Deferred Compensation Plan and 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.
- (4) Reflects the transfer of directly owned shares to grantor retained annuity trusts.
- (5) Total includes the exempt acquisition of shares via the automatic reinvestment of dividends.

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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