

FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0362
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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).

Form 3 Holdings Reported.

Form 4 Transactions Reported.

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * <u>STEINOUR STEPHEN D</u> (Last) (First) (Middle) <u>HUNTINGTON CENTER</u> <u>41 S. HIGH STREET</u> (Street) <u>COLUMBUS OH 43287</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>HUNTINGTON BANCSHARES INC /MD/ [HBAN]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>President, CEO & Chairman</u>
	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) <u>12/31/2022</u>	
	4. If Amendment, Date of 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

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock	12/01/2022		G	66,000	D	\$0.0000	767,638.434 ⁽¹⁾	D	
Common Stock	12/02/2022		G	33,000	D	\$0.0000	734,638.434	D	
Common Stock							2,780,846.277 ⁽²⁾	I	By Executive Deferred Compensation Plan ⁽³⁾
Common Stock							2,872,505	I	By Family Trusts ⁽³⁾
Common Stock							692,354 ⁽⁴⁾	I	by GRATS
Common Stock							46,384.08 ⁽²⁾	I	By Issuer's Investment and Tax Savings Plan (401(k) Plan) ⁽³⁾
Common Stock							83,688.76 ⁽²⁾	I	By Issuer's Supplemental Stock Purchase and Tax Savings Plan ⁽³⁾
Common Stock							1,924.43	I	By Spouse ⁽³⁾

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 Securities Underlying Derivative Security (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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

- Total reflects the transfer of shares from the grantor retained annuity trusts back to directly owned and also includes accrued dividend equivalents reflecting exempt automatic reinvestment of dividends on awards of restricted stock units.
- Total includes the exempt acquisition of shares via the automatic reinvestment of dividends.
- 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.
- Reflects the transfer of shares from the grantor retained annuity trusts back to directly owned.

Anne Kruger, Attorney-in-Fact 02/08/2023

** Signature of Reporting Person Date

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

* 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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