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**INITIAL STATEMENT OF 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

1. Name and Address of Reporting Person * <u>Kowalski Kendall A</u>  (Last) (First) (Middle) HUNTINGTON CENTER 41 S. HIGH STREET  (Street) COLUMBUS OH 43287  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 03/01/2024	3. Issuer Name and Ticker or Trading Symbol <u>HUNTINGTON BANCSHARES INC /MD/ [ HBAN ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Information Officer</u>	5. If Amendment, Date of Original Filed (Month/Day/Year) 05/07/2024  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 Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Employee/Director Stock Option (Right to Buy)	05/01/2021 <sup>(1)</sup>	05/01/2030	Common Stock	15,839	8.57	D
Employee/Director Stock Option (Right to Buy)	05/01/2020 <sup>(1)</sup>	05/01/2029	Common Stock	19,143	13.77	D
Employee/Director Stock Option (Right to Buy)	05/01/2019 <sup>(1)</sup>	05/01/2028	Common Stock	6,662	14.81	D
Employee/Director Stock Option (Right to Buy)	03/26/2022 <sup>(1)</sup>	03/26/2031	Common Stock	23,358	16.08	D

**Explanation of Responses:**

1. The options become exercisable in 4 equal annual increments beginning on the first anniversary of the date of grant. The date reported is the first anniversary when a portion of the options first become exercisable.

**Remarks:**

This Form 3 is being amended to include stock options in Table II that were inadvertently omitted.

Anne Kruger, Attorney-in-Fact      07/26/2024  
 \*\* 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 5 (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.

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 Number.