
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) May 7, 2009

HUNTINGTON BANCSHARES INCORPORATED

(Exact name of registrant as specified in its charter)

Maryland

1-34073

31-0724920

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(IRS Employer
Identification No.)

Huntington Center
41 South High Street
Columbus, Ohio

43287

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code (614) 480-8300

Not Applicable

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 8.01. Other Events.

On May 8, 2009, Huntington Bancshares Incorporated (the "Company") issued a press release announcing the completion of its discretionary equity issuance program, pursuant to which the Company issued approximately 38.5 million shares of its common stock, par value \$0.01 per share ("Common Stock"), resulting in gross proceeds of \$120 million. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated by reference herein.

Shares of Common Stock issued under the program were sold pursuant to an Equity Distribution Agreement, dated April 23, 2009, with Goldman, Sachs & Co. ("Goldman Sachs") which was amended by the Amendment No. 1 to the Equity Distribution Agreement, dated May 7, 2009 (the "Amendment" and, the Equity Distribution Agreement as amended by the Amendment, the "Agreement"). The sole purpose of the Amendment was to increase the aggregate offering price of the shares of Common Stock offered and sold pursuant to the Agreement from \$100,000,000 to \$120,000,000.

Further details regarding the terms of the Agreement are set forth in the Company's Current Report on Form 8-K that was filed with the Securities and Exchange Commission (the "Commission") on April 24, 2009, which is incorporated herein by reference.

Shares of Common Stock sold pursuant to the Agreement were issued pursuant to a prospectus supplement filed with the Commission on April 24, 2009, as supplemented by a prospectus supplement addendum filed with the Commission on May 8, 2009, to the accompanying prospectus filed with the Commission on January 13, 2009, as part of the Company's Registration Statement on Form S-3ASR (File No. 333-156700) (the "Registration Statement"). The Amendment is filed as Exhibit 99.2 to this Current Report on Form 8-K and is incorporated herein by reference. The foregoing description of the material terms of the Amendment does not purport to be complete and is qualified in its entirety by reference to such exhibit.

Exhibits 5.1 and 23.1 to this Current Report on Form 8-K are filed herewith in connection with the Company's Registration Statement and are incorporated therein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
Exhibit 5.1	Opinion of Venable LLP, regarding validity of the securities to be issued.
Exhibit 23.1	Consent of Venable LLP (included in Exhibit 5.1).
Exhibit 99.1	Press release, released May 8, 2009
Exhibit 99.2	Amendment No. 1, dated May 7, 2009, to the Equity Distribution Agreement, dated April 23, 2009, between Huntington Bancshares Incorporated and Goldman, Sachs & Co.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

HUNTINGTON BANCSHARES INCORPORATED

Date: May 8, 2009

By: /s/ Richard A. Cheap

Name: Richard A. Cheap

Title: General Counsel and Secretary

EXHIBIT INDEX

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www.venable .com

May 8, 2009

Huntington Bancshares Incorporated
41 South High Street
Columbus, Ohio 43287

Re: Registration Statement on Form S-3 (No. 333-156700)

Ladies and Gentlemen:

We have served as Maryland counsel to Huntington Bancshares Incorporated, a Maryland corporation (the "Company"), in connection with certain matters of Maryland law arising out of the registration by the Company of up to 39,539,332 shares (the "Shares") of common stock, par value \$.01 per share (the "Common Stock"), of the Company, having an aggregate offering price of up to \$120,000,000, covered by the above-referenced Registration Statement on Form S-3, and all amendments thereto, as filed with the United States Securities and Exchange Commission (the "Commission") by the Company under the Securities Act of 1933, as amended (the "1933 Act") (the "Registration Statement"). The Shares will be issued pursuant to the Equity Distribution Agreement, dated as of April 24, 2009, as amended by Amendment No. 1 thereto, dated as of May 7, 2009 (collectively, the "Distribution Agreement"), by and between the Company and Goldman, Sachs & Co. This firm did not participate in the drafting or negotiation of the Distribution Agreement. Capitalized terms used but not defined herein shall have the meanings assigned to them in the Registration Statement.

In connection with our representation of the Company, and as a basis for the opinion hereinafter set forth, we have examined originals, or copies certified or otherwise identified to our satisfaction, of the following documents (hereinafter collectively referred to as the "Documents"):

1. The charter of the Company (the "Charter"), certified by the State Department of Assessments and Taxation of Maryland (the "SDAT");
2. The Bylaws of the Company, certified as of the date hereof by an officer of the Company;
3. A certificate of the SDAT as to the good standing of the Company, dated as of a recent date;
4. Resolutions (the "Resolutions") adopted by the Board of Directors of the Company and a duly authorized committee thereof relating to the issuance of the Shares, certified as of the date hereof by an officer of the Company;



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5. The Distribution Agreement;
6. A certificate executed by an officer of the Company, dated as of the date hereof;
7. The Registration Statement and the related form of prospectus included therein and the supplement thereto, including an addendum thereto, in the form in which it was transmitted to the Commission under the 1933 Act; and
8. Such other documents and matters as we have deemed necessary or appropriate to express the opinion set forth in this letter, subject to the assumptions, limitations and qualifications stated herein.

In expressing the opinion set forth below, we have assumed the following:

1. Each individual executing any of the Documents, whether on behalf of such individual or another person, is legally competent to do so.
2. Each individual executing any of the Documents on behalf of a party (other than the Company) is duly authorized to do so.
3. Each of the parties (other than the Company) executing any of the Documents has duly and validly executed and delivered each of the Documents to which such party is a signatory, and such party's obligations set forth therein are legal, valid and binding and are enforceable in accordance with all stated terms.
4. All Documents submitted to us as originals are authentic. The form and content of all Documents submitted to us as unexecuted drafts do not differ in any respect relevant to this opinion from the form and content of such Documents as executed and delivered. All Documents submitted to us as certified or photostatic copies conform to the original documents. All signatures on all Documents are genuine. All public records reviewed or relied upon by us or on our behalf are true and complete. All representations, warranties, statements and information contained in the Documents are true and complete. There has been no oral or written modification of or amendment to any of the Documents, and there has been no waiver of any provision of any of the Documents, by action or omission of the parties or otherwise.



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5. Upon issuance of any of the Shares, the total number of shares of Common Stock issued and outstanding will not exceed the total number of shares of Common Stock that the Company is then authorized to issue under the Charter.

Based upon the foregoing, and subject to the assumptions, limitations and qualifications stated herein, it is our opinion that:

1. The Company is a corporation duly incorporated and existing under and by virtue of the laws of the State of Maryland and is in good standing with the SDAT.

2. The Shares have been duly authorized and, when and if issued and delivered in accordance with the Resolutions, the Distribution Agreement and the Registration Statement, will be validly issued, fully paid and nonassessable.

The foregoing opinion is limited to the laws of the State of Maryland and we do not express any opinion herein concerning any other law. We express no opinion as to the applicability or effect of any federal or state securities laws, including the securities laws of the State of Maryland, or as to federal or state laws regarding fraudulent transfers. To the extent that any matter as to which our opinion is expressed herein would be governed by any jurisdiction other than the State of Maryland, we do not express any opinion on such matter. The opinion expressed herein is subject to the effect of judicial decisions which may permit the introduction of parol evidence to modify the terms or the interpretation of agreements.

The opinion expressed herein is limited to the matters specifically set forth herein and no other opinion shall be inferred beyond the matters expressly stated. We assume no obligation to supplement this opinion if any applicable law changes after the date hereof or if we become aware of any fact that might change the opinion expressed herein after the date hereof.

This opinion is being furnished to you for submission to the Commission as an exhibit to the Company's Current Report on Form 8-K relating to the Shares (the "Form 8-K"). We hereby consent to the filing of this opinion as an exhibit to the Form 8-K and to the use of the name of our firm therein. In giving this consent, we do not admit that we are within the category of persons whose consent is required by Section 7 of the 1933 Act.

Very truly yours,

/s/ Venable LLP



NEWS RELEASE

FOR IMMEDIATE RELEASE

May 8, 2009

Contacts:*Analysts*

Jay Gould (614) 480-4060
 Jim Graham (614) 480-3878

Media

Jeri Grier (614) 480-5413
 Maureen Brown (614) 480-5512

**HUNTINGTON BANCSHARES ANNOUNCES COMPLETION OF ITS
 DISCRETIONARY EQUITY ISSUANCE PROGRAM**

COLUMBUS, Ohio — Huntington Bancshares Incorporated (NASDAQ: HBAN; www.huntington.com) today announced that it has successfully completed its Discretionary Equity Issuance Program announced April 21, 2009.

As a result of this program, 38.5 million shares of common stock worth \$120 million were issued. The average price per common share issued was \$3.12. The issuance of these shares, plus the 4.7 million common shares issued resulting from converting a portion of our Series A 8.50% Non-cumulative Perpetual Convertible Preferred stock late in the 2009 first quarter that settled April 2, 2009, significantly strengthen key capital ratios. Specifically, these actions added 28 basis points to Huntington's tangible common equity ratio (4.65% at March 31, 2009) and 30 basis points to its Tier 1 Common risk-based capital ratio (5.75% at March 31, 2009).

"We are extremely pleased that we were able to complete this expanded program in such a short period of time," said Stephen D. Steinour, chairman, president, and chief executive officer. "Given the very good demand we found for our common shares, we were able to increase the program by \$20 million. These results speak well regarding the market's perception of the progress we are making in improving our financial performance in this challenging environment."

Forward-looking Statement

This press release contains certain forward-looking statements, including certain plans, expectations, goals, projections, and statements, which are subject to numerous assumptions, risks, and uncertainties. Actual results could differ materially from those contained or implied by such statements for a variety of factors including: (1) deterioration in the loan portfolio could be worse than expected due to a number of factors such as the underlying value of the collateral could prove less valuable than otherwise assumed and assumed cash flows may be worse than expected; (2) changes in economic conditions; (3) movements in interest rates; (4) competitive pressures on product pricing and services; (5) success and timing of other business strategies; (6) the nature, extent, and timing of governmental actions and reforms, including existing and potential future restrictions and limitations imposed in connection with the Troubled Asset Relief Program's voluntary Capital Purchase Plan or otherwise under the Emergency Economic Stabilization Act of 2008; and (7) extended disruption of vital infrastructure. Additional factors that could cause results to differ materially from those described above can be found in Huntington's 2008 Annual Report on Form 10-K, and documents subsequently filed by Huntington with the Securities and Exchange

Commission. All forward-looking statements included in this release are based on information available at the time of the release. Huntington assumes no obligation to update any forward-looking statement.

About Huntington

Huntington Bancshares Incorporated is a \$52 billion regional bank holding company headquartered in Columbus, Ohio. Huntington has more than 143 years of serving the financial needs of its customers. Through our subsidiaries, including our banking subsidiary, The Huntington National Bank, we provide full-service commercial and consumer banking services, mortgage banking services, equipment leasing, investment management, trust services, brokerage services, customized insurance service program, and other financial products and services. Our over 600 banking offices are located in Indiana, Kentucky, Michigan, Ohio, Pennsylvania, and West Virginia. Huntington also offers retail and commercial financial services online at huntington.com; through its technologically advanced, 24-hour telephone bank; and through its network of almost 1,400 ATMs. The Auto Finance and Dealer Services group offers automobile loans to consumers and commercial loans to automobile dealers within our six-state banking franchise area. Selected financial service activities are also conducted in other states including: Private Financial Group offices in Florida and Mortgage Banking offices in Maryland and New Jersey. International banking services are available through the headquarters office in Columbus and a limited purpose office located in both the Cayman Islands and Hong Kong.

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HUNTINGTON BANCSHARES INCORPORATED

AMENDMENT NO. 1 TO THE
EQUITY DISTRIBUTION AGREEMENT

May 7, 2009

Goldman, Sachs & Co.
85 Broad Street,
New York, New York 10004

Ladies and Gentlemen:

Reference is made to the Equity Distribution Agreement, dated April 23, 2009 (the "*Agreement*"), between Huntington Bancshares Incorporated, a Maryland corporation (the "*Company*"), and Goldman, Sachs & Co. (the "*Manager*"). In consideration of the mutual promises and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Company and the Manager hereby agree to enter into this Amendment No. 1 to the Agreement, dated the date hereof (the "*Amendment No. 1*").

SECTION 1. Definitions. Unless otherwise defined herein, capitalized terms used herein shall have the respective meanings assigned thereto in the Agreement.

SECTION 2. Amendment of the Agreement.

(a) On and after the Amendment Effective Date (as defined below), any reference in the Agreement to the phrase "\$100,000,000" shall be deemed to read "\$120,000,000".

(b) The Amendment Effective Date shall be a Representation Date for all purposes under the Agreement.

(c) Notwithstanding Section 8(c) of the Agreement, the Agreement shall be deemed to have been in full force and effect at all time times from and including the first date on which \$100,000,000 aggregate offering price of the Shares have been sold under the Agreement to and including the Amendment Effective Date.

(d) Solely with respect to the Shares of which Time of Sale occurs on or after the Amendment Effective Date, the term "Prospectus Supplement" shall mean the final prospectus supplement, relating to the Common Stock, filed by the Company with the Commission pursuant to Rule 424(b) under the Act on April 24, 2009, as supplemented by a prospectus supplement addendum, relating to such Shares, filed by the Company with the Commission pursuant to Rule 424(b) under the Act on or before the second business day after the Amendment Effective Date, in the form furnished by the Company to the Manager in connection with the offering of such Shares.

SECTION 3. Effectiveness. This Amendment No. 1 shall become effective as of the date hereof (the "*Amendment Effective Date*"). Upon the effectiveness hereof, all references

in the Agreement to “this Agreement” or the like shall refer to the Agreement as further amended hereby.

SECTION 4. Counterparts. This Amendment No. 1 may be executed in any number of counterparts and by the different parties hereto in separate counterparts, each of which shall be deemed an original, and all of which shall together constitute one and the same instrument.

SECTION 5. Law; Construction. **THIS AMENDMENT NO. 1 SHALL BE GOVERNED BY, AND CONSTRUED IN ACCORDANCE WITH, THE LAWS OF THE STATE OF NEW YORK.**

SECTION 6. Entire Agreement. This Amendment No. 1 and the Agreement as further amended hereby constitute the entire agreement and understanding between the parties hereto and supersede any and all prior agreements and understandings relating to the subject matter hereof. Except as further amended hereby, all of the terms of the Agreement shall remain in full force and effect and are hereby confirmed in all respects.

[SIGNATURE PAGE FOLLOWS]

If the foregoing correctly sets forth the understanding between the Company and the Manager, please so indicate in the space provided below for that purpose, whereupon this Amendment No. 1 and your acceptance shall constitute a binding agreement between the Company and the Manager. Alternatively, the execution of this Amendment No. 1 by the Company and its acceptance by or on behalf of the Manager may be evidenced by an exchange of telegraphic or other written communications.

Very truly yours,

HUNTINGTON BANCSHARES INCORPORATED

By: /s/ Donald R. Kimble, Jr.

Name: Donald R. Kimble, Jr.

Title: Senior Executive Vice President,
Chief Financial Officer and Treasurer

ACCEPTED as of the date
first above written

GOLDMAN, SACHS & CO.

By: /s/ Goldman, Sachs & Co.
(Goldman, Sachs & Co.)