

HUNTINGTON BANCSHARES INC/MD  
Form S-8  
September 18, 2008

As filed with the Securities and Exchange Commission on September \_\_, 2008

Registration No. 333 - \_\_\_\_\_

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

**Form S-8  
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

**HUNTINGTON BANCSHARES INCORPORATED**  
(Exact name of Registrant as specified in its charter)

Maryland  
(State or other jurisdiction  
of incorporation or organization)

31-0724920  
(I.R.S. Employer  
Identification No.)

Huntington Center  
41 South High Street  
Columbus, Ohio 43287  
(Address, including zip code, of principal executive offices)

**Huntington Investment and Tax Savings Plan**  
(Full title of the Plan)

Richard A. Cheap, Esq.  
General Counsel and Secretary  
Huntington Bancshares Incorporated  
Huntington Center  
41 South High Street  
Columbus, Ohio 43287  
614/480-8300  
(Name, address, and telephone number,  
including area code, of agent for service)

Copies of Correspondence to:

Mary Beth M. Clary, Esq.  
Erin F. Siegfried, Esq.  
Porter, Wright, Morris & Arthur LLP  
41 South High Street  
Columbus, Ohio 43215

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company   
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(Do not check if a smaller reporting company)  
 Calculation of Registration Fee

Title of Securities to be registered	Amount to be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
(1)(2)	(1)(2)	(3)	(3)	(3)
Common Stock, \$0.01 par value, to be issued under the Huntington Investment and Tax Savings Plan	25,000,000	\$ 8.345	\$208,625,000	\$8,199

(1) Pursuant to Rule 416(a) of the Securities Act of 1933 (the Securities Act ), this Registration Statement shall be deemed to cover an indeterminate number of additional shares of Common Stock that become issuable under the Huntington Investment and Tax Savings Plan by reason of any future stock dividends, stock splits or similar transactions.

(2) In addition, pursuant to Rule 416(c) of the Securities Act, this Registration Statement also covers an indeterminate

amount of  
interests to be  
offered or sold  
pursuant to the  
Huntington  
Investment and  
Tax Savings  
Plan.

- (3) Estimated solely  
for the purpose  
of calculating  
the registration  
fee pursuant to  
Rule 457(h) of  
the Securities  
Act, based upon  
the average of  
the high and low  
sales prices of  
our Common  
Stock as  
reported on the  
Nasdaq Global  
Select Market as  
of  
September 15,  
2008.
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## INTRODUCTION

A total of 8,719,402 shares of our common stock were registered in connection with the Huntington Investment and Tax Savings Plan (formerly known as the Huntington Stock Purchase and Tax Savings Plan) by Form S-8 Registration Statement, Registration No. 33-46327 (the 1992 Form S-8 ). We are registering additional shares of common stock for issuance under the Huntington Investment and Tax Savings Plan. The contents of the 1992 Form S-8 are incorporated herein by reference.

### **PART I**

#### **INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS**

The document(s) containing the information concerning the Plan specified in Part I will be sent or given to Plan participants as specified by Rule 428(b)(1). Such documents are not filed as part of this Registration Statement in accordance with the Note to Part I of the Form S-8 Registration Statement.

### **PART II**

#### **INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

##### **Item 3. Incorporation of Documents By Reference.**

The following documents previously filed by us with the SEC are incorporated by reference:

1. Annual Report on Form 10-K for the fiscal year ended December 31, 2007;
2. Annual Report on Form 11-K for the fiscal year ended December 31, 2007 for the Huntington Investment and Tax Savings Plan;
3. Proxy Statement dated March 6, 2008, in connection with our 2008 Annual Meeting of Shareholders;
4. Quarterly Report on Form 10-Q for the quarters ended March 31, 2008 and June 30, 2008; and
5. Current Reports on Form 8-K filed on January 3, 2008, January 17, 2008, January 22, 2008, February 28, 2008, March 4, 2008, March 6, 2008, March 7, 2008, April 16, 2008, April 22, 2008 (2 reports), May 6, 2008 (2 reports), May 8, 2008, June 20 2008, July 17, 2008, July 22, 2008, August 1, 2008 and August 18, 2008, to report annual and/or quarterly earnings and certain other developments disclosed therein.

We also incorporate by reference any future filings we make with the Securities and Exchange Commission under Sections 13(a), 13(c), 14, or 15(d) of the Securities Exchange Act of 1934, as amended, until we file a post-effective amendment which indicates that all of the securities offered by the prospectus have been sold or which deregisters all securities then remaining unsold. Any statement contained in a document incorporated or deemed to be incorporated by reference in this registration statement shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document that also is or is deemed to be incorporated by reference in this Registration Statement modifies or supersedes the statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

**Item 8. Exhibits.**

Reference is made to the information contained in the Exhibit Index filed as part of this Registration Statement.

**Signatures**

Pursuant to the requirements of the Securities Act of 1933, Huntington Bancshares Incorporated certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Columbus, State of Ohio, on September 17, 2008.

HUNTINGTON BANCSHARES  
INCORPORATED

By /s/ Richard A. Cheap  
Richard A. Cheap, Secretary and General  
Counsel

Pursuant to the requirements of the Securities Act of 1933, the trustee of the Huntington Investment and Tax Savings Plan has duly caused this Registration Statement to be signed on behalf of the Plan by the undersigned, thereunto duly authorized, in the City of Columbus, State of Ohio, on September 17, 2008.

THE HUNTINGTON NATIONAL BANK

By /s/ Kathleen Chapin  
Kathleen Chapin, Vice President

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Thomas E. Hoaglin*	Chairman, Chief Executive Officer, )	
	President, and Director (Principal )	
Thomas E. Hoaglin	Executive Officer) )	
/s/ Donald R. Kimble*	Chief Financial Officer, Executive )	
	Vice President, and Treasurer )	
Donald R. Kimble	(Principal Financial Officer) )	
/s/ Thomas P. Reed*		

Thomas P. Reed	Senior Vice President and Controller	)
	(Principal Accounting Officer)	)
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Signature	Title	Date
/s/ Raymond J. Biggs*	Director	
Raymond J. Biggs		
/s/ Don M. Casto, III*	Director	September 17, 2008
Don M. Casto, III		
/s/ Michael J. Endres*	Director	
Michael J. Endres		
/s/ Marylouise Fennell*	Director	
Marylouise Fennell		
/s/ John B. Gerlach, Jr.*	Director	
John B. Gerlach, Jr.		
/s/ D. James Hilliker*	Director	
D. James Hilliker		
/s/ David P. Lauer*	Director	
David P. Lauer		
/s/ Jonathan A. Levy*	Director	
Jonathan A. Levy		
/s/ Wm. J. Lhota*	Director	
Wm. J. Lhota		
/s/ Gene E. Little*	Director	
Gene E. Little		
/s/ Gerard P. Mastroianni*	Director	
Gerard P. Mastroianni		
/s/ David L. Porteous*	Director	





Registration No. 333-\_\_\_\_\_

**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**  
**FORM S-8**  
**REGISTRATION STATEMENT**  
**Under**  
**THE SECURITIES ACT OF 1933**  
**Huntington Bancshares Incorporated**  
**EXHIBITS**

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**EXHIBIT INDEX**

Exhibit Number	Exhibit Description
4(a)*	Huntington Investment and Tax Savings Plan, as amended by a First Amendment, a Second Amendment, a Third Amendment, a Fourth Amendment, and a Fifth Amendment.
4(b)	Articles V, VIII and X of Articles of Restatement of Charter, as amended and supplemented previously filed as Exhibit 3(i) to Annual Report on Form 10-K for the year ended December 31, 1993 and Exhibit 3(i)(c) to Quarterly Report on Form 10-Q for the quarterly period ended March 31, 1998, and incorporated herein by reference. Instruments defining the rights of holders of long-term debt will be furnished to the Securities and Exchange Commission upon request.
5*	Opinion of Porter, Wright, Morris & Arthur LLP regarding the legality of the Common Stock being registered pursuant hereto.
23(a)*	Consent of Porter, Wright, Morris & Arthur LLP (included in Exhibit 5 filed herewith).
23(b)*	Consent of Deloitte & Touche LLP.
24*	Power of Attorney.

\* Filed herewith.