

HUNTINGTON BANCSHARES INC/MD  
Form 8-K  
March 30, 2009

**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): March 27, 2009

HUNTINGTON BANCSHARES INCORPORATED

(Exact name of registrant as specified in its charter)

Maryland  
(State or other jurisdiction  
of incorporation)

1-34073  
(Commission  
File Number)

31-0724920  
(IRS Employer  
Identification No.)

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

43287  
(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))
-

**Item 3.02. Unregistered Sales of Equity Securities.**

On March 26 and 27, 2009, Huntington Bancshares Incorporated (Huntington) entered into agreements with certain institutional shareholders (each, an Institutional Shareholder) pursuant to which Huntington and each of the Institutional Shareholders agreed to exchange shares of Huntington common stock for shares of Huntington's 8.50% Series A Non-Cumulative Perpetual Convertible Preferred Stock (the Series A Preferred Stock) held by the Institutional Shareholder. In the aggregate for each transaction, Huntington exchanged 8,524,800 shares of Huntington common stock for 37,200 shares of Series A Preferred Stock. The exchanges will settle on or before April 2, 2009. The shares of Huntington common stock are being issued in reliance upon the exemption set forth in Section 3(a)(9) of the Securities Act of 1933 for securities exchanged by the issuer and an existing security holder where no commission or other remuneration is paid or given directly or indirectly by the issuer for soliciting such exchange.

The exchange will result in an addition to Huntington's tangible common equity (total common equity less goodwill and other intangible assets) of \$37.2 million.

---

**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: March 27, 2009

By:

/s/ Richard Cheap

Name: Richard Cheap

Title: Secretary

---