

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
p

(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.
-

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* | | |

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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

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.