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

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934
QUARTERLY PERIOD ENDED September 30, 2001

Commission File Number **0-2525**

HUNTINGTON BANCSHARES INCORPORATED

Maryland	**31-0724920**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

41 South High Street, Columbus, Ohio 43287

Registrant's telephone number **(614) 480-8300**

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months and (2) has been subject to such filing requirements for the past 90 days.

Yes X No ___

There were 251,193,211 shares of Registrant's without par value common stock outstanding on October 31, 2001.

Huntington Bancshares Incorporated

INDEX

Part I. Financial Information

Part II. Other Information

Part I. Financial Information
1. Financial Statements (Unaudited)
Consolidated Balance Sheets

(in thousands of dollars)	**September 30, 2001**	**December 31, 2000**	**September 30, 2000**
Assets			
Cash and due from banks	**$ 1,110,287**	$ 1,322,700	$ 980,199
Interest bearing deposits in banks	**4,958**	4,970	4,922
Trading account securities	**2,292**	4,723	17,770
Federal funds sold and securities purchased under resale agreements	**63,311**	133,183	127,141
Loans held for sale	**294,077**	155,104	115,541
Securities available for sale - at fair value	**2,991,167**	4,090,525	4,696,241
Investment securities - fair value $14,868; $16,414; and $17,000, respectively	**14,629**	16,336	17,053
Total loans [1]	**21,583,611**	20,610,191	20,328,152
Less allowance for loan losses	**360,446**	297,880	294,686
Net loans	**21,223,165**	20,312,311	20,033,466
Bank owned life insurance	**833,623**	804,941	793,856
Premises and equipment	**447,774**	454,844	442,676
Customers' acceptance liability	**16,382**	17,366	14,065
Accrued income and other assets	**1,314,510**	1,282,374	1,334,263
Total Assets	**$ 28,316,175**	$ 28,599,377	$ 28,577,193
Liabilities and Shareholders' Equity			
Total deposits [1]	**$ 20,071,388**	$ 19,777,245	$ 19,533,166
Short-term borrowings	**1,789,043**	1,987,759	2,133,311
Bank acceptances outstanding	**16,382**	17,366	14,065
Medium-term notes	**1,995,603**	2,467,150	2,702,150
Subordinated notes and other long-term debt	**899,605**	870,976	870,889
Company obligated mandatorily redeemable preferred capital securities of subsidiary trusts holding solely junior subordinated debentures of the Parent Company	**300,000**	300,000	300,000
Accrued expenses and other liabilities	**839,748**	812,834	740,047
Total Liabilities	**25,911,769**	26,233,330	26,293,628
Shareholders' equity			
Preferred stock - authorized 6,617,808 shares; none issued or outstanding	**---**	---	---
Common stock - without par value; **authorized** 500,000,000 shares; **issued** 257,866,255, 257,866,255, and 257,866,255 shares, respectively; outstanding 251,193,211, 250,859,470, and 250,849,574 shares, respectively	**2,489,564**	2,493,645	2,493,912
Less 6,673,044, 7,006,785, and 7,016,681 treasury shares, respectively	**(122,485)**	(129,432)	(128,995)
Accumulated other comprehensive income	**38,708**	(24,520)	(81,647)
Retained earnings	**(1,381)**	26,354	295
Total Shareholders' Equity	**2,404,406**	2,366,047	2,283,565
Total Liabilities and Shareholders' Equity	**$ 28,316,175**	$ 28,599,377	$ 28,577,193

(1) See page 12 for detail of total loans and total deposits.
See notes to unaudited consolidated financial statements.

Consolidated Statements of Income

(in thousands of dollars, except per share amounts)	Three Months Ended September 30, 2001	Three Months Ended September 30, 2000	Nine Months Ended September 30, 2001	Nine Months Ended September 30, 2000
Interest and fee income				
Loans	**$ 421,337**	$ 459,860	**$ 1,302,819**	$ 1,348,103
Securities	**50,495**	71,385	**169,763**	211,427
Other	**7,002**	4,546	**23,186**	11,314
Total Interest Income	**478,834**	535,791	**1,495,768**	1,570,844
Interest expense				
Deposits	**162,982**	202,659	**518,351**	577,521
Short-term borrowings	**19,932**	30,998	**83,134**	80,978
Medium-term notes	**30,647**	44,292	**100,250**	143,489
Subordinated notes and other long-term debt	**15,486**	21,973	**53,089**	59,490
Total Interest Expense	**229,047**	299,922	**754,824**	861,478
Net Interest Income	**249,787**	235,869	**740,944**	709,366
Provision for loan losses	**49,559**	26,396	**200,518**	57,931
Net Interest Income After Provision for Loan Losses	**200,228**	209,473	**540,426**	651,435
Total non-interest income [1]	**130,456**	121,652	**376,383**	363,010
Total non-interest expense [1]	**279,707**	263,585	**781,090**	661,767
Income Before Income Taxes	**50,977**	67,540	**135,719**	352,678
Provision for income taxes	**8,348**	17,010	**22,847**	100,454
Net Income	**$ 42,629**	$ 50,530	**$ 112,872**	$ 252,224
Per Common Share [2]				
Net income				
Basic	**$0.17**	$0.20	**$0.45**	$1.02
Diluted	**$0.17**	$0.20	**$0.45**	$1.01
Cash dividends declared	**$0.16**	$0.20	**$0.56**	$0.56
Average Common Shares [2]				
Basic	**251,147,660**	251,113,540	**251,039,150**	247,983,936
Diluted	**252,203,027**	252,032,874	**251,537,099**	248,908,848

[1] See page 13 for detail on non-interest income and non-interest expense.
[2] Adjusted for stock splits and stock dividends, as applicable.

See notes to unaudited consolidated financial statements.

Consolidated Statements of Changes in Shareholders' Equity

(in thousands)	Common Stock		Treasury Stock		Accumulated Other Comprehensive Income (Loss)	Retained Earnings	Total
	Shares	**Amount**	**Shares**	**Amount**			
Nine Months Ended September 30, 2000:							
Balance, beginning of period	233,845	$2,284,956	(4,957)	($137,268)	($94,093)	$128,761	$2,182,356
Comprehensive Income:							
Net income						252,224	252,224
Unrealized net holding gains on securities available for sale arising during the period					12,446		12,446
Total comprehensive income							264,670
Stock issued for acquisitions		(29,399)	7,175	171,781			142,382
Cash dividends declared						(139,028)	(139,028)
Stock options exercised		(3,128)	105	3,405			277
10% stock dividend	24,021	241,483	(1,182)			(241,662)	(179)
Treasury shares purchased			(8,188)	(167,612)			(167,612)
Treasury shares sold to employee benefit plans			30	699			699
Balance, end of period	257,866	$2,493,912	(7,017)	($128,995)	($81,647)	$295	$2,283,565
Nine Months Ended September 30, 2001:							
Balance, beginning of period	**257,866**	**$2,493,645**	**(7,007)**	**($129,432)**	**($24,520)**	**$26,354**	**$2,366,047**
Comprehensive Income:							
Net income						**112,872**	**112,872**
Change in accounting method for derivatives					**(9,113)**		**(9,113)**
Unrealized net holding gains on securities available for sale arising during the period					**67,936**		**67,936**
Unrealized gains on derivatives					**4,405**		**4,405**
Total comprehensive income							**176,100**
Cash dividends declared						**(140,607)**	**(140,607)**
Stock options exercised		**(4,081)**	**263**	**5,742**			**1,661**
Treasury shares sold to employee benefit plans			**71**	**1,205**			**1,205**
Balance, end of period	**257,866**	**$2,489,564**	**(6,673)**	**($122,485)**	**$38,708**	**($1,381)**	**$2,404,406**

See notes to unaudited consolidated financial statements.

Consolidated Statements of Cash Flows

(in thousands of dollars)	Nine Months Ended September 30, 2001	Nine Months Ended September 30, 2000
Operating Activities		
Net Income	**$ 112,872**	$ 252,224
Adjustments to reconcile net income to net cash provided by operating activities		
Provision for loan losses	**200,518**	57,931
Provision for depreciation and amortization	**76,336**	85,053
Deferred income tax expense	**156,668**	59,114
Decrease (increase) in trading account securities	**2,431**	(9,795)
(Increase) decrease in mortgages held for sale	**(138,973)**	26,182
Securities gains	**(634)**	(36,256)
(Gains) losses on sales/securitizations of loans	**(7,604)**	4,118
Decrease (increase) in accrued income receivable	**4,622**	(31,769)
Net increase in other assets	**(109,983)**	(43,571)
(Decrease) increase in accrued expenses	**(193,308)**	33,343
Net decrease in other liabilities	**33,911**	(10,807)
Special charges	**84,814**	50,000
Net Cash Provided by Operating Activities	**221,670**	435,767
Investing Activities		
Decrease in interest bearing deposits in banks	**12**	1,636
Proceeds from :		
Maturities and calls of investment securities	**1,695**	1,692
Maturities and calls of securities available for sale	**800,608**	226,039
Sales of securities available for sale	**1,280,652**	1,096,042
Purchases of securities available for sale	**(851,581)**	(168,418)
Proceeds from sales/securitizations of loans	**401,546**	1,264,252
Net loan originations, excluding sales	**(1,588,734)**	(1,576,285)
Proceeds from sale of premises and equipment	**2,110**	2,351
Purchases of premises and equipment	**(43,706)**	(38,444)
Proceeds from sales of other real estate	**11,602**	12,023
Net cash received in purchase acquisition	**---**	12,004
Net Cash Provided by Investing Activities	**14,204**	832,892
Financing Activities		
Increase (decrease) in total deposits	**300,293**	(688,000)
(Decrease) increase in short-term borrowings	**(198,716)**	1,322
Proceeds from issuance of long-term debt	**---**	150,000
Maturity of long-term debt	**(7,001)**	---
Proceeds from issuance of medium-term notes	**440,000**	530,000
Payment of medium-term notes	**(905,000)**	(1,082,000)
Dividends paid on common stock	**(150,601)**	(134,707)
Repurchases of common stock	---	(167,612)
Proceeds from issuance of common stock	**2,866**	797
Net Cash Used for Financing Activities	**(518,159)**	(1,390,200)
Change in Cash and Cash Equivalents	**(282,285)**	(121,541)
Cash and Cash Equivalents at Beginning of Period	**1,455,883**	1,228,881
Cash and Cash Equivalents at End of Period	**$ 1,173,598**	$ 1,107,340

See notes to unaudited consolidated financial statements.

Notes to Unaudited Consolidated Financial Statements

A. Basis of Presentation

The accompanying unaudited consolidated financial statements reflect all adjustments consisting of normal recurring accruals, which are, in the opinion of management, necessary for a fair presentation of the consolidated financial position, the results of operations, and cash flows for the periods presented. These unaudited consolidated financial statements have been prepared according to the rules and regulations of the Securities and Exchange Commission and, therefore, certain information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles have been omitted. The Notes to the Consolidated Financial Statements appearing in Huntington Bancshares Incorporated's (Huntington) 2000 Annual Report on Form 10-K should be read in conjunction with these interim financial statements.

B. Reclassifications

Certain amounts in the prior year's financial statements have been reclassified to conform to the 2001 presentation. These reclassifications had no effect on net income.

C. Earnings per Share

Basic earnings per share is the amount of earnings for the period available to each share of common stock outstanding during the reporting period. Diluted earnings per share is the amount of earnings available to each share of common stock outstanding during the reporting period adjusted for the potential issuance of common shares for stock options. The calculation of basic and diluted earnings per share for each of the periods ended September 30, is as follows:

	Three Months Ended September 30,		**Nine Months Ended September 30,**	
(in thousands, except per share amounts)	**2001**	**2000**	**2001**	**2000**
Net Income	$42,629	$50,530	$112,872	$252,224
Average common shares outstanding	251,148	251,114	251,039	247,984
Dilutive effect of stock options	1,055	919	498	925
Diluted common shares outstanding	252,203	252,033	251,537	248,909
Earnings per share				
Basic	$0.17	$0.20	$0.45	$1.02
Diluted	$0.17	$0.20	$0.45	$1.01

Average common shares outstanding and the dilutive effect of stock options have been adjusted for subsequent stock dividends and stock splits, as applicable.

D. Comprehensive Income

Comprehensive Income includes net income as well as certain items that are reported directly within a separate component of stockholders' equity that bypass net income. Currently, Huntington's only components of Other Comprehensive Income are the unrealized gains (losses) on securities available for sale and unrealized gains and losses on certain derivatives. The related before and after tax amounts are as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
(in thousands)	2001	2000	2001	2000
Change in accounting method for derivatives:				
Unrealized net losses	$ ---	$ ---	$ (14,020)	$ ---
Related tax benefit	---	---	4,907	---
Net	---	---	(9,113)	---
Unrealized holding gains on securities arising during the period:				
Unrealized net gains	66,690	49,142	97,094	55,782
Related tax expense	(17,959)	(17,406)	(28,746)	(19,770)
Net	48,731	31,736	68,348	36,012
Unrealized holding (losses) gains on derivatives arising during the period:				
Unrealized net (losses) gains	(1,457)	---	6,777	---
Related tax benefit (expense)	510	---	(2,372)	---
Net	(947)	---	4,405	---
Less: Reclassification adjustment for net gains realized during the period:				
Realized net gains	1,059	11,379	634	36,256
Related tax expense	(371)	(3,983)	(222)	(12,690)
Net	688	7,396	412	23,566
Total Other Comprehensive Income	$ 47,096	$ 24,340	$ 63,228	$ 12,446

Accumulated Other Comprehensive Income balances at September 30, 2001 are as follows:

(in thousands)	Unrealized gains (losses) on securities	Unrealized gains (losses) on derivatives
Balance, December 31, 2000	$ (24,520)	$ ---
Change in accounting method	---	(9,113)
Current-period change	67,936	4,405
Balance, September 30, 2001	$ 43,416	$ (4,708)

E. Lines of Business

Huntington views its operations as five distinct segments. Retail Banking, Corporate Banking, Dealer Sales, and the Private Financial Group are the company's major business lines. The fifth segment includes Huntington's Treasury function and other unallocated assets, liabilities, revenue, and expense. Line of business results are determined based upon Huntington's business profitability reporting system, which assigns balance sheet and income statement items to each of the business segments. The process is designed around Huntington's organizational and management structure and accordingly, the results are not necessarily comparable with similar information published by other financial institutions.

Listed below is certain financial information regarding Huntington's 2001 and 2000 results by line of business. For a detailed description of the individual segments, refer to Huntington's Management's Discussion and Analysis.

Three Months Ended September 30,						
Income Statement *(in thousands of dollars)*	Retail Banking	Corporate Banking	Dealer Sales	Private Financial Group	Treasury/ Other	Huntington Consolidated
2001						
Net Interest Income (FTE)	$ 119,508	$ 68,683	$ 59,850	$ 9,852	$ (6,664)	$ 251,229
Provision for Loan Losses	3,635	32,148	13,580	196	---	49,559
Non-Interest income	77,380	17,699	6,332	21,558	7,487	130,456
Non-Interest expense	154,594	34,447	18,380	26,653	45,633	279,707
Income Taxes/FTE Adjustment	13,531	6,926	11,978	1,596	(24,241)	9,790
Net Income (Loss)	$ 25,128	$ 12,861	$ 22,244	$ 2,965	$ (20,569)	$ 42,629
Balance sheet *(in millions of dollars)*						
Average Assets	$ 7,151	$ 7,731	$ 7,769	$ 785	$ 4,552	$ 27,988
Average Deposits	$ 16,270	$ 2,221	$ 84	$ 673	$ 240	$ 19,488
2000						
Net Interest Income (FTE)	$ 134,168	$ 68,565	$ 51,115	$ 8,194	$ (24,151)	$ 237,891
Provision for Loan Losses	8,330	3,135	14,650	281	---	26,396
Non-Interest income	68,819	12,445	4,888	19,265	16,235	121,652
Non-Interest expense	139,842	25,435	62,686	17,679	17,943	263,585
Income Taxes/FTE Adjustment	19,185	18,354	(7,466)	3,324	(14,365)	19,032
Net income (Loss)	$ 35,630	$ 34,086	$ (13,867)	$ 6,175	$ (11,494)	$ 50,530
Balance sheet *(in millions of dollars)*						
Average Assets	$ 7,173	$ 7,085	$ 6,571	$ 636	$ 7,233	$ 28,698
Average Deposits	$ 16,259	$ 1,894	$ 80	$ 612	$ 937	$ 19,782

Nine Months Ended September 30,						
Income Statement *(in thousands of dollars)*	Retail Banking	Corporate Banking	Dealer Sales	Private Financial Group	Treasury/ Other	Huntington Consolidated
2001						
Net Interest Income (FTE)	$ 381,306	$ 208,200	$ 172,589	$ 29,522	$ (45,613)	$ 746,004
Provision for Loan Losses	23,106	69,920	107,492	---	---	200,518
Non-Interest income	227,243	46,106	16,219	57,976	28,839	376,383
Non-Interest expense	448,318	100,998	80,773	76,850	74,151	781,090
Income Taxes/FTE Adjustment	47,994	29,186	190	3,727	(53,190)	27,907
Net Income (Loss)	$ 89,131	$ 54,202	$ 353	$ 6,921	$ (37,735)	$ 112,872
Balance sheet *(in millions of dollars)*						
Average Assets	$ 6,333	$ 7,492	$ 6,476	$ 653	$ 7,237	$ 28,191
Average Deposits	$ 16,019	$ 2,157	$ 86	$ 650	$ 309	$ 19,221
2000						
Net Interest Income (FTE)	$ 393,768	$ 196,145	$ 149,088	$ 24,699	$ (48,081)	$ 715,619
Provision for Loan Losses	14,404	8,625	33,809	1,093	---	57,931
Non-Interest income	204,167	41,506	18,452	50,169	48,716	363,010
Non-Interest expense	418,137	77,397	88,379	47,207	30,647	661,767
Income Taxes/FTE Adjustment	57,888	53,070	15,874	9,299	(29,424)	106,707
Net income	$ 107,506	$ 98,559	$ 29,478	$ 17,269	$ (588)	$ 252,224
Balance sheet *(in millions of dollars)*						
Average Assets	$ 6,467	$ 6,901	$ 6,776	$ 540	$ 8,058	$ 28,742
Average Deposits	$ 16,311	$ 1,577	$ 76	$ 636	$ 1,149	$ 19,749

F. Derivatives

Huntington adopted Statement of Financial Accounting Standards (SFAS) No. 133, "Accounting for Derivative Instruments and Hedging Activities", on January 1, 2001. SFAS No. 133 requires that derivatives be recognized as either assets or liabilities in the balance sheet at their fair value. The accounting for gains or losses resulting from changes in fair value depends on the intended use of the derivative. For derivatives designated as hedges of changes in the fair value of recognized assets or liabilities, or unrecognized firm commitments, gains or losses on the derivative are recognized in earnings together with the offsetting losses or gains on the hedged items. This results in earnings only being impacted to the extent that the hedge is ineffective in achieving offsetting changes in fair value. For derivatives used to hedge changes in cash flows associated with forecasted transactions, gains or losses on the effective portion of the derivatives are deferred, and reported as accumulated other comprehensive income (AOCI), a component of shareholders' equity, until the period in which the hedged transactions affect earnings. Changes in the fair value of derivative instruments not designated as hedges are recognized in earnings. The after-tax transition adjustment for the adoption of SFAS No. 133 was immaterial to net income and reduced AOCI by $9.1 million.

The quantitative and qualitative disclosures related to derivatives presented in footnote F of Huntington's first and second quarter 2001 Form 10-Q did not materially change during the third quarter of 2001.

G. Recent Accounting Pronouncements

In June 2001, the Financial Accounting Standards Board issued SFAS No. 141, "Business Combinations", and No. 142, "Goodwill and Other Intangible Assets", effective for fiscal years beginning after December 15, 2001. Under the new rules, goodwill will no longer be amortized but will be subject to annual impairment tests in accordance with the Statements. Other intangible assets will continue to be amortized over their useful lives.

Huntington will apply the new rules on accounting for goodwill and other intangible assets beginning in the first quarter of 2002. The majority of Huntington's goodwill and other intangible assets relate to its operations located in Florida. In July 2001, Huntington announced that it expects to sell its Florida operations as disclosed in Note H below. The application of the nonamortization provisions of the Statement to the goodwill not impacted by the sale is expected to result in an increase in net income of $8.9 million ($.04 per share) per year. During 2002, Huntington will perform the first of the required impairment tests of the remaining goodwill as of January 1, 2002 and has not yet determined what the effect of these tests will be on Huntington's earnings and financial position.

In June 2001, the Financial Accounting Standards Board also issued SFAS No. 143, "Accounting for Asset Retirement Obligations", effective for fiscal years beginning after June 15, 2002. This Statement addresses financial accounting and reporting for obligations associated with the retirement of tangible long-lived assets and the associated asset retirement costs. It applies to legal obligations associated with the retirement of long-lived assets that result from the acquisition, construction, development and/or the normal operation of a long-lived asset, except for certain obligations of lessees.

In August 2001, the Financial Accounting Standards Board also issued SFAS No. 144, "Accounting for the Impairment or Disposal of Long-Lived Assets", effective for fiscal years beginning after December 15, 2001. This Statement addresses financial accounting and reporting for the impairment or disposal of long-lived assets and supersedes related, previously issued pronouncements. This Statement establishes a single accounting model, based on the framework established in Statement 121, for long-lived assets to be disposed of by sale, including accounting for a segment of a business accounted for as a discontinued operation. The Statement also resolves significant implementation issues related to previously issued Statement 121.

Statements 143 and 144 are not expected to have a material impact on Huntington's results of operations or financial condition.

H. Sale of Florida Operations

On September 26, 2001, Huntington signed a definitive agreement to sell its Florida operations to SunTrust Banks, Inc. These operations include approximately $2.9 billion in loans and other tangible assets and $4.7 billion in deposits and other liabilities. This transaction, which is subject to regulatory approval and other conditions, is expected to close in the first quarter of 2002. At that time, Huntington will receive a 15% premium on the deposits sold.

Loan Portfolio Composition

(in thousands of dollars)	**September 30, 2001**	December 31, 2000	September 30, 2000
Commercial (unearned income $1,080; $1,538; $1,728)	**$ 6,655,550**	$ 6,633,985	$ 6,494,013
Real Estate			
Construction	**1,483,871**	1,318,899	1,288,897
Commercial	**2,374,168**	2,253,477	2,218,825
Consumer			
Loans (unearned income $3,005; $4,150; $4,523)	**6,989,965**	6,388,036	6,403,858
Leases (unearned income $517,195; $515,445; $503,369)	**3,221,300**	3,069,210	3,007,446
Residential Mortgage	**858,757**	946,584	915,113
Total Loans	**$ 21,583,611**	$ 20,610,191	$ 20,328,152

Deposit Composition

(in thousands of dollars)	**September 30, 2001**	December 31, 2000	September 30, 2000
Demand deposits			
Non-interest bearing	**$ 3,464,430**	$ 3,480,876	$ 3,169,099
Interest bearing	**5,302,394**	4,645,127	4,359,430
Savings deposits	**3,458,986**	3,527,796	3,541,828
Certificates of deposit			
Less than $100,000	**5,936,652**	5,938,486	5,927,733
$100,000 or more	**1,413,068**	1,520,547	1,547,529
Total core deposits	**19,575,530**	19,112,832	18,545,619
Other domestic time deposits	**128,878**	256,106	666,693
Foreign time deposits	**366,980**	408,307	320,854
Total Deposits	**$ 20,071,388**	$ 19,777,245	$ 19,533,166

Analysis of Non-Interest Income

(in thousands of dollars)	Three Months Ended September 30, 2001	2000	Percent Change	Nine Months Ended September 30, 2001	2000	Percent Change
Service charges on deposit accounts	**$ 41,719**	$ 39,722	5.0 %	**$ 121,299**	$ 121,479	(0.1) %
Brokerage and insurance income	**19,912**	15,564	27.9	**58,068**	44,793	29.6
Trust services	**15,485**	13,181	17.5	**44,977**	39,209	14.7
Mortgage banking	**14,616**	9,412	55.3	**43,380**	26,049	66.5
Electronic banking fees	**12,350**	11,238	9.9	**35,665**	32,337	10.3
Bank Owned Life Insurance income	**9,560**	9,786	(2.3)	**28,681**	28,458	0.8
Other	**15,755**	11,370	38.6	**43,679**	34,429	26.9
Total Non-Interest Income before securities gains	**129,397**	110,273	17.3	**375,749**	326,754	15.0
Securities gains	**1,059**	11,379	N.M.	**634**	36,256	N.M.
Total Non-Interest Income	**$ 130,456**	$ 121,652	7.2 %	**$ 376,383**	$ 363,010	3.7 %

Analysis of Non-Interest Expense

(in thousands of dollars)	Three Months Ended September 30, 2001	2000	Percent Change	Nine Months Ended September 30, 2001	2000	Percent Change
Personnel and related costs	**$ 120,767**	$ 109,463	10.3 %	**$ 360,497**	$ 315,940	14.1 %
Equipment	**20,151**	18,983	6.2	**59,967**	57,258	4.7
Net occupancy	**19,266**	19,520	(1.3)	**57,234**	57,268	(0.1)
Outside data processing and other services	**17,375**	15,531	11.9	**51,700**	45,869	12.7
Amortization of intangible assets	**10,114**	10,311	(1.9)	**31,125**	28,713	8.4
Marketing	**6,921**	8,557	(19.1)	**24,712**	24,292	1.7
Telecommunications	**6,859**	6,480	5.9	**21,191**	19,701	7.6
Legal and other professional services	**5,912**	4,719	25.3	**17,644**	14,034	25.7
Printing and supplies	**4,450**	4,849	(8.2)	**14,074**	14,422	(2.4)
Franchise and other taxes	**2,470**	2,841	(13.1)	**6,836**	7,914	(13.6)
Other	**14,605**	12,331	18.4	**51,296**	26,356	94.6
Total Non-Interest expense before special charges	**228,890**	213,585	7.2	**696,276**	611,767	13.8
Special charges	**50,817**	50,000	1.6	**84,814**	50,000	69.6
Total Non-Interest Expense	**$ 279,707**	$ 263,585	6.1 %	**$ 781,090**	$ 661,767	18.0 %

N.M. - Not Meaningful

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

INTRODUCTION

Huntington is a multi-state financial holding company headquartered in Columbus, Ohio. Its subsidiaries are engaged in full-service commercial and consumer banking, mortgage banking, lease financing, trust services, discount brokerage services, underwriting credit life and disability insurance, issuing commercial paper guaranteed by Huntington, and selling other insurance and financial products and services. Huntington's subsidiaries operate domestically in offices located in Ohio, Michigan, Florida, West Virginia, Indiana, and Kentucky. Huntington has a foreign office in each of the Cayman Islands and Hong Kong.

Forward-Looking Statements

Management's discussion and analysis of financial condition and results of operations contains forward-looking statements about Huntington, including descriptions of products or services, plans, or objectives of its management for future operations, and forecasts of its revenues, earnings, or other measures of economic performance. Forward-looking statements can be identified by the fact that they do not relate strictly to historical or current facts.

By their nature, forward-looking statements are subject to numerous assumptions, risks, and uncertainties. A number of factors, many of which are beyond Huntington's control, could cause actual conditions, events, or results to differ significantly from those described in the forward-looking statements. These factors include, but are not limited to:

- changes in business and economic conditions;
- movements in interest rates;
- competitive pressures on product pricing and services;
- success and timing of business strategies, including the recently announced comprehensive restructuring and strategic refocusing initiatives;
- successful integration of acquired businesses;
- the nature, extent, and timing of governmental actions and reforms; and
- extended disruption of vital infrastructure.

Forward-looking statements speak only as of the date they are made. Huntington does not update forward-looking statements to reflect circumstances or events that occur after the date the forward-looking statements are made or to reflect the occurrence of unanticipated events, such as further market deterioration that adversely affects credit quality, vehicle lease residual values, and/or other asset values.

The management of Huntington encourages readers of this Form 10-Q to understand forward-looking statements to be strategic objectives rather than absolute targets of future performance. The following discussion and analysis of the financial performance of Huntington for the third quarter of 2001 should be read in conjunction with the financial statements, notes, and other information contained in this document.

Sale of Florida Operations

On September 26, 2001, Huntington signed a definitive agreement to sell its Florida operations to SunTrust Banks, Inc. (SunTrust). These operations include approximately $2.9

billion in loans and other tangible assets, $4.7 billion in deposits and other liabilities, 141 banking offices, and 456 ATMs. This transaction, which is subject to regulatory approval and other conditions, is expected to close in the first quarter of 2002. At that time, Huntington will receive from SunTrust a 15% premium on the deposits sold.

OVERVIEW

Huntington reported net income of $42.6 million, or $.17 per common share, for the third quarter and $112.9 million, or $.45 per common share, for the nine months of 2001. Net income totaled $50.5 million, or $.20 per common share, and $252.2 million, or $1.01 per common share in the same periods last year.

On July 12, 2001, Huntington announced a strategic refocusing plan. This plan includes restructuring and other charges associated with the sale of Huntington's Florida operations, the consolidation of numerous branch offices, credit related and other actions to strengthen Huntington's balance sheet. Huntington expects to record total after-tax restructuring and other charges of approximately $140 million ($215 million pre-tax). In the third quarter 2001, Huntington recorded $33.0 million of after-tax special charges ($50.8 million pre-tax). Through the third quarter 2001, these after-tax charges totaled $105.2 million ($161.8 million pre-tax), or $.42 per common share.

Operating earnings, which excludes the impact of these restructuring and other charges, were $75.7 million for the third quarter 2001. This compares with $74.5 million in the second quarter 2001, and $83.0 million in the third quarter 2000, also adjusted to exclude restructuring and other charges. Operating earnings for the nine months ended September 30, 2001, were $218.0 million, compared with $284.7 million for the same period in 2000.

The following table reconciles Huntington's reported results to its operating results for the three and nine month periods ended September 30, 2001 and 2000:

(in thousands of dollars, except per share amonuts)

	Three months ended September 30,					
	2001			2000		
	Reported Earnings	Restructuring and Other Charges	Operating Earnings	Reported Earnings	Restructuring and Other Charges	Operating Earnings
Net interest income	$ 249,787	$ ---	$ 249,787	$ 235,869	$ ---	$ 235,869
Provision for loan losses	49,559	---	49,559	26,396	---	26,396
Non-interest income	130,456	---	130,456	121,652	---	121,652
Non-interest expense	279,707	50,817	228,890	263,585	50,000	213,585
Pre-tax income	50,977	(50,817)	101,794	67,540	(50,000)	117,540
Income taxes	8,348	(17,786)	26,134	17,010	(17,500)	34,510
Net income	$ 42,629	$ (33,031)	$ 75,660	$ 50,530	$ (32,500)	$ 83,030
Net income per common share	$0.17	($0.13)	$0.30	$0.20	($0.13)	$0.33

	Nine months ended September 30,					
	2001			2000		
	Reported Earnings	Restructuring and Other Charges	Operating Earnings	Reported Earnings	Restructuring and Other Charges	Operating Earnings
Net interest income	$ 740,944	$ ---	$ 740,944	$ 709,366	$ ---	$ 709,366
Provision for loan losses	200,518	71,718	128,800	57,931	---	57,931
Non-interest income	376,383	(5,250)	381,633	363,010	---	363,010
Non-interest expense	781,090	84,814	696,276	661,767	50,000	611,767
Pre-tax income	135,719	(161,782)	297,501	352,678	(50,000)	402,678
Income taxes	22,847	(56,624)	79,471	100,454	(17,500)	117,954
Net income	$ 112,872	$(105,158)	$ 218,030	$ 252,224	$ (32,500)	$ 284,724
Net income per common share	$0.45	($0.42)	$0.87	$1.01	($0.13)	$1.14

Included in the third quarter 2001 pre-tax charges of $51 million were $16 million for the exit or curtailment of certain e-commerce activities, $10 million related to owned or leased facilities that Huntington has or intends to vacate, $4 million for the reduction of ATMs, $3 million for various employee severance or retention, and $18 million related to non-recurring legal, accounting, consulting, and other operational costs.

In the second quarter 2001, Huntington recorded pre-tax charges of $111 million, which consisted of $72 million related to credit quality, $37 million for asset impairment, and $2 million for other non-recurring costs. After-tax charges were $72.1 million, or $.29 per common share.

In the third quarter of 2000, Huntington incurred a pre-tax charge of $50 million ($32.5 million after-tax, or $.13 per common share) to write-down residual values associated with its $3 billion vehicle lease portfolio.

Earnings per common share for the third quarter and nine months of 2001, excluding the restructuring and other charges, were $.30 and $.87, respectively, compared with $.33 and $1.14 for the same periods in 2000. On this same basis, Huntington's return on average assets (ROA) was 1.07% and 1.03% in the recent three and nine-month periods and its return on average equity (ROE) were 12.64% and 12.20%. For the same periods a year ago, ROA was 1.15% and 1.32% while ROE was 14.04% and 16.87%, respectively.

"Cash basis" earnings per share, which excludes the effect of amortization of goodwill as well as restructuring and other charges, was $.33 for the third quarter 2001, compared with $.36 per share in the same period last year. Cash basis ROA and ROE, which are computed using cash basis earnings as a percentage of average tangible assets and average tangible equity, were 1.21% and 13.93%, respectively, for the quarter just ended. For the nine months of this year, cash basis ROA and ROE were 1.17% and 13.51%, respectively.

Total assets were $28.3 billion at September 30, 2001, down 1% from $28.6 billion at the end of 2000. This modest decline reflects the sale of $107 million in residential mortgages during June of this year, and the sale of $1.2 billion in investment securities during the first nine months of 2001 as Huntington continued to sell low-margin investment securities as part of its balance sheet repositioning efforts.

Managed total loans, which include securitized loans, increased 7% on an annualized basis, up from the 5% annual growth rate in the second quarter and consistent with the rate experienced in the third quarter of 2000. Commercial loans showed an annualized decline of 4%, which was driven by continued slowing in automobile floor plan lending. Floor plan loans declined 21% versus last year because dealers have reduced their inventories while captive auto finance companies have been very aggressive on pricing. Excluding floor plan loans, Commercial loans increased at a rate of 3% for the quarter. Commercial real estate loans increased 16% during the quarter and were up 7% from a year ago. Consumer loans increased 9% during the recent three-month period, driven by strong double-digit growth in home equity loans. Although loan origination volumes slowed somewhat towards the end of the third quarter, indirect automobile loan and leases increased 13%, compared with a 6% growth rate in the second quarter of 2001.

Average core deposits of $19.1 billion increased 11% on an annualized basis from the second quarter 2001, primarily reflecting an increased emphasis on attracting retail deposits. Average core deposits were also up 7% from the third quarter of 2000.

RESULTS OF OPERATIONS

The results discussed below are on an operating basis in all periods.

Net Interest Income

Net interest income was $249.8 million for the three months ended September 30, 2001. Net interest income increased $1.8 million from the immediately preceding quarter and $13.9 million from the third quarter last year. The net interest margin expanded seven basis points from 3.97% for the quarter ended June 30, 2001 to 4.04%, and was up thirty basis points over the three-month period a year ago. The increase in the recent quarter was due to the continued improvement in the mix of earning assets, exhibited by a reduction in lower earning investment securities coupled with a reduction in residential mortgage loans. Additionally, Huntington has been slightly liability sensitive during the period and accordingly, benefited from the decline in short-term rates during the quarter and first nine months of this year. On a year-to-date basis, net interest income was $740.9 million versus $709.4 million and the net interest margin expanded from 3.74% to 3.99%. Huntington's interest rate risk position is further discussed in the "Interest Rate Risk Management" section of this report.

Provision for Loan Losses

The provision for loan losses is the charge to pre-tax earnings necessary to maintain the allowance for loan losses (ALL) at a level adequate to absorb management's estimate of inherent losses in the loan portfolio. On an operating basis, the provision for loan losses was $49.6 million for the third quarter, up from $45.8 million in the second quarter and $26.4 million in the third quarter last year. For the nine months, the provision for loan losses was $128.8 million versus $57.9 million a year ago, representing significant increases in net charge-offs and deteriorating economic conditions impacting credit quality.

Total net charge-offs in the third quarter 2001 were .74%. Excluding 13 basis points of losses charged against reserves established in the second quarter 2001 special charge for portfolios Huntington has exited (subprime auto loan and certain truck and equipment loans), net charge-offs were .61%. This ratio was .73% in the second quarter 2001 and .46% in the third quarter 2000. Even though this ratio was down in the current quarter versus the second quarter 2001, Huntington expects that future net charge-offs will be higher than the current quarter levels given the weaker economic conditions as well as seasonal trends.

Commercial charge-offs were .56% in the recent quarter versus .67% in the immediately preceding quarter and .24% in the same period last year. Consumer charge-offs were 1.07% in the third quarter. Excluding losses related to the exited businesses for which specific reserves were established in the second quarter 2001, consumer net charge-offs were .85% in the third quarter 2001, compared with .95% in the preceding quarter and .72% in the third quarter 2000. Indirect auto loan and vehicle lease charge-offs declined in the third quarter versus the second. This improvement is consistent with the improvement in vintage loss performance over the past year. However, the third quarter net charge-offs were also favorably impacted because second quarter charge-offs included losses associated with the subprime lending portfolio. In the third quarter, these loans were charged against reserves established in the second quarter. On a year-to-date basis, a lower quality origination mix in the fourth quarter of 1999 through the third quarter of 2000, the economic slowdown, and an increase in the average loss per vehicle due to lower used car prices continue to provide unfavorable trends.

Non-interest Income

Non-interest income, excluding security gains, increased to $129.4 million for the recent three months from $110.3 million for the same three months of 2000, or 17.3%. For the nine-month period, non-interest income increased to $375.7 million from $326.8 million a year ago, or 15.0%. All major fee income categories were up during the recent quarter versus the third quarter of 2000. Service charges on deposit accounts increased 5.0% from a year ago, reflecting the impact of lower interest rates on deposit balances, increased sales of cash management products, and pricing increases. Brokerage and insurance revenue increased $4.3 million, or 27.9%, driven by strong growth in insurance and investment banking fees. Annuity sales increased 53% while brokerage income increased 8% year-over-year despite a volatile equity market. Trust income rose 17.5% as a result of increased revenue from the sale of Huntington's proprietary mutual funds. Mortgage banking income for the third quarter was up 55.3% over last year due to the lower interest rate environment. Origination volume increased to $737 million compared with $365 million in the same period a year ago. Other non-interest income was up due to new revenue from the sale of interest rate derivative products to corporate customers.

Non-interest Expense

Non-interest expense, excluding special charges, totaled $228.9 million in the third quarter and $696.3 million for the first three-quarters of this year, compared with $213.6 million and $611.8 million for the same periods of 2000. This represents increases of 7.2% and 13.8%, respectively. However, non-interest expenses for the third quarter 2001 were down from the second quarter. The increase in third quarter expenses from a year ago was primarily driven by higher sales commissions consistent with the growth in fee income and other personnel related costs and, to a lesser extent, premiums paid for insurance on auto lease residual values. Huntington's efficiency ratio dropped to 57.5% in the recent quarter from 58.6% in the second quarter and 62.0% in the first quarter.

LINES OF BUSINESS

Below is a brief description of each line of business and a discussion of the business segment results. The financial information by line of business can be found in Note E to the unaudited consolidated financial statements. Retail Banking, Corporate Banking, Dealer Sales, and the Private Financial Group are the company's major business lines. A fifth segment includes the impact of Huntington's Treasury function and other unallocated assets, liabilities, revenue, and expense. Line of business results are determined based upon Huntington's business profitability reporting system which assigns balance sheet and income statement items to each of the business segments. This process is designed around Huntington's organizational and management structure and, accordingly, the results are not necessarily comparable with similar information published by other financial institutions. Operating results, where noted, exclude the impact of restructuring and other charges.

Retail Banking

Retail Banking provides products and services to retail and business banking customers. This business unit's products include home equity loans, first mortgage loans, installment loans, business loans, personal and business deposit products, as well as investment and insurance services. These products and services are offered through Huntington's traditional banking network, in-store branches, Direct Bank, and Web Bank.

Retail Banking reported net income of $25.1 million and $89.1 million for the third quarter and the nine months of 2001, respectively. These results include after-tax restructuring and other charges of $4.8 million and $8.7 million (pre-tax of $7.3 million and $13.3 million), respectively. Excluding these charges, net income was $29.9 million during the third quarter of 2001, down 16% from the same period last year. The lower interest rate environment pushed net interest income down 11% but positively impacted mortgage banking income by $5.3 million from the year ago third quarter, which helped drive non-interest income up 12%. Non-interest expense increased $7.4 million due to higher commissions consistent with the increased mortgage fee income and increases in other personnel related costs. The retail segment contributed 40% of Huntington's operating net income for the quarter and comprised 30% of its total loan portfolio and 84% of its core deposits.

Corporate Banking

Customers in this segment represent the middle-market and large corporate banking relationships which use a variety of banking products and services including, but not limited to, commercial loans, international trade, and cash management. Huntington's capital markets division also provides alternative financing solutions for larger business clients, including privately placed debt, syndicated commercial lending, and the sale of interest rate protection products.

Corporate Banking net income was $12.9 million for the recent three months versus $34.1 million for the same period last year. For nine months, net income was $54.2 million and $98.6 million for 2001 and 2000, respectively. After-tax restructuring and other charges for 2001 were $.8 million for the third quarter and $4.0 million for the nine months. Excluding these charges, net income was $13.7 million during the third quarter of 2001, down $20.4 million from the same period last year. Increased loan charge-offs of $8.3 million along with loan growth contributed to an increase in the provision for loan losses of $29.0 million for the quarter versus last year. This loan growth helped keep net interest income steady while interest rates fell. Non-interest income for the third quarter increased 42% over the same period last year driven by increases in deposit account services charges, brokerage fees, and letter of credit fees. Non-interest expense also increased $9.0 million compared with last year. Corporate Banking contributed 18% of Huntington's operating net income for the quarter and comprised 36% of its total loan portfolio and 11% of its core deposits.

Dealer Sales

Dealer Sales product offerings pertain to the automobile lending sector and include floor plan financing, as well as indirect consumer loans and leases. The consumer activities comprise the vast majority of the business and involve the financing of vehicles purchased or leased by individuals through dealerships.

Dealer Sales reported net income of $22.2 million for the recent quarter and $.4 million year-to-date, compared with a net loss of $13.9 million and net income of $29.5 million for the same periods a year ago. The first nine months of 2001 are impacted by after-tax restructuring and other charges, which totaled $60.5 million ($93.1 million pre-tax) recorded in the second quarter of 2001. The year-to-date provision for loan losses included pre-tax charges of $61.1 million related to deteriorating credit quality. Similarly, non-interest expenses included pre-tax charges totaling $32.0 million related to asset impairment. In the third quarter 2000, Huntington recorded charges of $32.5 million ($50.0 million pre-tax) related to the write-down of lease residual values.

On an operating basis, Dealer Sales earnings were $22.2 million and $18.6 million for the third quarter 2001 and 2000, and $60.9 million and $62.0 million for the nine-month periods, respectively. Higher securitization income, wider loan and lease spreads, and loan growth drove the increase for the third quarter. The increase in expenses continues to reflect the premiums paid for insurance on Huntington’s auto lease residual values. Dealer Sales contributed 29% of Huntington’s operating net income for the quarter and comprised 31% of its outstanding loans.

Private Financial Group

Huntington's Private Financial Group (PFG) provides an array of products and services designed to meet the needs of Huntington's higher wealth banking customers. Revenue is derived through the sale of personal trust, asset management, investment advisory, insurance, and deposit and loan products and services.

PFG’s net income for the quarter just ended was $3.0 million and $6.9 million for the first nine months of this year. Non-interest income was up 12% and 16% for the three and nine month periods, respectively, due largely to higher annuity sales. The results for the current quarter include legal and accounting costs of $4.6 million and the nine-month period includes the second quarter $5.3 million loss on the sale of Pacific Gas & Electric commercial paper. Excluding these charges, earnings were $6.0 million for the recent quarter and $13.3 million year-to-date. This segment represented 8% of Huntington’s quarterly operating net income and 3% of total loans.

Treasury / Other

The Treasury/Other segment absorbs unassigned assets, liabilities, equity, revenue, and expense that cannot be directly assigned or allocated to one of Huntington’s lines of business. Furthermore, Huntington uses a match-funded transfer pricing system to allocate interest income and interest expense to its business segments. This approach consolidates the interest rate risk management of Huntington into its Treasury Group. As part of its overall interest rate risk and liquidity management strategy, the Treasury Group administers an investment portfolio of approximately $3 billion. Revenue and expense associated with these activities remain within the Treasury Group. Additionally, amortization expense of intangible assets is also a significant component of Treasury/Other.

This segment reported a net loss of $20.6 million and $37.7 million in the recent three and nine month periods. On an operating basis, excluding asset impairment and other charges related primarily to the exit or curtailment of certain e-commerce activities of $24.5 million and $25.5 million, respectively, the quarter showed net income of $3.9 million while results for the nine months was a net loss of $12.2 million. The widening of spreads impacted net interest income for the three and nine month periods while the impact from the balance sheet repositioning mentioned earlier offset some of these positive effects in the year-to-date period. Non-interest income for three and nine months was significantly lower, particularly due to security gains in the prior year related to the sale of a portion of Huntington’s investment in S1 Corporation common stock.

INTEREST RATE RISK MANAGEMENT

Huntington seeks to achieve consistent growth in net interest income and net income while managing volatility arising from shifts in interest rates. The Asset and Liability Management Committee (ALCO) oversees financial risk management, establishing broad policies and specific operating limits that govern a variety of financial risks inherent in Huntington's operations, including interest rate, liquidity, counterparty, settlement, and market risks. On and off-balance sheet strategies and tactics are reviewed and monitored regularly by ALCO to ensure consistency with approved risk tolerances.

Interest rate risk management is a dynamic process, encompassing business flows onto the balance sheet, wholesale investment and funding, and the changing market and business environment. Effective management of interest rate risk begins with appropriately diversified investments and funding sources. To accomplish its overall balance sheet objectives, Huntington regularly accesses a variety of global markets--money, bond, futures, and options--as well as numerous trading exchanges. In addition, dealers in over-the-counter financial instruments provide availability of interest rate swaps as needed.

Measurement and monitoring of interest rate risk is an ongoing process. A key element in this process is Huntington's estimation of the amount that net interest income will change over a twelve to twenty-four month period given a gradual and directional shift in interest rates. The income simulation model used by Huntington captures all assets, liabilities, and off-balance sheet financial instruments, accounting for significant variables that are believed to be affected by interest rates. These include prepayment speeds on mortgages and consumer installment loans, cash flows of loans and deposits, principal amortization on revolving credit instruments, and balance sheet growth assumptions. The model also captures embedded options, e.g. interest rate caps/floors or call options, and accounts for changes in rate relationships, as various rate indices lead or lag changes in market rates. While these assumptions are inherently uncertain, management assigns probabilities and, therefore, believes at any point in time that the model provides a reasonably accurate estimate of Huntington's interest rate risk exposure. Management reporting of this information is regularly shared with the Board of Directors.

The results of Huntington’s recent sensitivity analysis indicated that net interest income would increase .6% if rates gradually declined 100 basis points from September 30, 2001 implied forward rate levels and would drop .8% if rates rose 100 basis points. If rates declined 200 basis points, Huntington would benefit 1.3%. If rates increased 200 basis points, net interest income would be expected to decline 1.6%, versus the year-end 2000 sensitivity of 3.0% to a 200 basis point increase. The unprecedented low level of interest rates might make the sensitivity of net interest income to falling interest rates less certain than in the past. The decline in sensitivity over the past year was primarily due to the previously mentioned sales of low margin fixed rate investment securities. These sales were part of management's effort to restructure the balance sheet and reduce sensitivity to interest rate changes in order to stabilize Huntington's revenue base.

CREDIT RISK

Huntington's exposure to credit risk is managed through the use of consistent underwriting standards that emphasize "in-market" lending while avoiding highly leveraged transactions as well as excessive industry and other concentrations. The credit administration function employs extensive risk management techniques, including forecasting, to ensure that loans adhere to corporate policy and problem loans are promptly identified. These procedures provide executive management with the information necessary to implement policy adjustments where necessary, and take corrective actions on a proactive basis.

Non-performing assets (NPAs) consist of loans that are no longer accruing interest, loans that have been renegotiated based upon financial difficulties of the borrower, and real estate acquired through foreclosure. Commercial and real estate loans are placed on non-accrual status and stop accruing interest when collection of principal or interest is in doubt or generally when the loan is 90 days past due. When interest accruals are suspended, accrued interest income is reversed with current year accruals charged to earnings and prior year amounts generally charged off as a credit loss. Consumer loans are not placed on non-accrual status; rather they are charged off in accordance with regulatory statutes, which is generally no more than 120 days. A charge-off may be delayed in circumstances when collateral is repossessed and anticipated to be sold at a future date.

Total NPAs were $210.1 million at September 30, 2001, increasing $44.1 million from $166.0 million at June 30, 2001. Total NPAs were $88.5 million at September 30, 2000. NPAs as a percent of total loans and other real estate were .97%, .79%, and .44%, at the end of the same respective periods. Given the weakened economic conditions, Huntington expects that NPAs will increase from the recent quarter level.

Loans past due ninety days or more but continuing to accrue interest increased to $92.8 million from $67.1 million at June 30, 2001, and from $80.3 million at September 30, 2000. This represented .43%, .32% and .39% of total loans, respectively.

Certain industries have been identified as being particularly vulnerable to the weakening economic environment such as hotels, restaurants, amusements/recreation, insurance, and airlines. At September 30, 2001, these industries comprised only 6% of the total commercial and commercial real estate portfolios.

The ALL is maintained at a level considered appropriate by management, based on its estimate of losses inherent in the loan portfolio. The procedures employed by Huntington to evaluate the adequacy of the ALL include an analysis of specific credits and the application of relevant reserve factors that represent relative risk (based on portfolio trends, current and historic loss experience, and prevailing economic conditions) to specific portfolio segments. Specific reserves are established on larger, impaired commercial and industrial and commercial real estate credits and are based on discounted cash flow models using the loan's initial effective rate or the fair value of the collateral for collateral-dependent loans. Allocated reserves include management's assessment of portfolio performance, internal controls, impacts from mergers and acquisitions, and other pertinent risk factors. For analytical purposes, the ALL has been allocated to various portfolio segments. However, the total ALL, less the portion attributable to reserves as prescribed under provisions of SFAS No. 114, is available to absorb losses from any segment of the portfolio. Unallocated reserves are based on levels of criticized/classified assets, delinquencies in the accruing loan portfolios, and the level of nonperforming loans. Total unallocated reserves were 11% and 15% at September 30, 2001 and 2000, respectively.

The ALL reserve ratio was 1.67% at the recent quarter end versus 1.45% at the most recent year-end and third quarter of last year. As of September 30, 2001, the ALL covered non-performing loans approximately 1.8 times and, when combined with the allowance for other real estate owned, was 171% of total nonperforming assets.

CAPITAL

Capital is managed at each subsidiary based upon the respective risks and growth opportunities, as well as regulatory requirements. Huntington places significant emphasis on the maintenance of strong capital, which promotes investor confidence, provides access to the national markets under favorable terms, and enhances business growth and acquisition opportunities. Huntington also recognizes the importance of managing capital and continually strives to maintain an appropriate balance between capital adequacy and returns to shareholders. Huntington's average equity to average assets was 8.49% in the third quarter, up from 8.20% in the quarter ended September 30, 2000. Tangible equity to assets, which excludes intangible assets as well as unrealized losses on securities available for sale and derivatives, was 5.96% at the end of the recent quarter compared with 5.73% last year.

Risk-based capital guidelines established by the Federal Reserve Board set minimum capital requirements and require institutions to calculate risk-based capital ratios by assigning risk weightings to assets and off-balance sheet items, such as interest rate swaps, loan commitments, and securitizations. These guidelines further define "well-capitalized" levels for Tier 1, total capital, and leverage ratio purposes at 6%, 10%, and 5%, respectively. Huntington's Tier 1 risk-based capital ratio was 6.97%, total risk-based capital ratio was 10.13%, and the leverage ratio was 7.10% at the recent quarter-end. The Huntington National Bank, Huntington's bank subsidiary, also had regulatory capital ratios in excess of the levels established for well-capitalized institutions.

During the second quarter of 2000, Huntington’s Board of Directors authorized the purchase of an additional 11 million shares under Huntington’s common stock repurchase program. Repurchased shares are being reserved for reissue in connection with Huntington’s dividend reinvestment and employee benefit plans as well as for stock dividends, acquisitions, and other corporate purposes. During 2000, Huntington repurchased approximately 8.8 million shares of its common stock through open market and privately negotiated transactions. Approximately 7.2 million of these shares were reissued in connection with the acquisitions of Empire Banc Corporation in June 2000 and the J. Rolfe Davis Insurance Agency, Inc. in August 2000. As of September 30, 2001, approximately 15.3 million shares remained available under the authorization. Huntington has not repurchased any shares since September 30, 2000.

Huntington’s comprehensive restructuring and strategic refocusing plan announced July 12, 2001 included several actions to strengthen its capital position, such as the previously mentioned sale of its Florida operations and subsequent repurchase of shares. This sale will free up a significant amount of capital. The subsequent repurchase of shares is expected to result in a minimum equity to asset ratio of 6.50%.

Beginning with the dividends declared in the third quarter 2001, Huntington reduced its cash dividend to shareholders by 20% to bring its payout ratio more in line with industry peers.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

Quantitative and qualitative disclosures for the current period are found on page 21 of this report, which includes changes in market risk exposures from disclosures presented in Huntington's Annual Report on Form 10-K for the year ended December 31, 2000.

Securities Available for Sale - Amortized cost & fair values by maturity at September 30, 2001 and December 31, 2000

(in thousands of dollars)	**September 30, 2001**		December 31, 2000	
	Amortized Cost	**Fair Value**	Amortized Cost	Fair Value
U.S. Treasury				
Under 1 year	**$ 1,086**	**$ 1,108**	$ 1,455	$ 1,466
1-5 years	**1,503**	**1,663**	2,007	2,110
6-10 years	**6,417**	7,018	6,407	6,706
Over 10 years	**413**	**445**	413	446
Total	**9,419**	**10,234**	10,282	10,728
Federal agencies				
Mortgage-backed securities				
1-5 years	**36,746**	**37,491**	---	---
6-10 years	**78,287**	**80,625**	22,757	22,987
Over 10 years	743,357	**766,721**	1,515,883	1,508,914
Total	**858,390**	**884,837**	1,538,640	1,531,901
Other agencies				
Under 1 year	---	---	20,000	19,913
1-5 years	**878,862**	**907,499**	1,029,073	1,017,230
6-10 years	**73,120**	**74,851**	146,376	144,313
Over 10 years	**465,520**	**476,017**	566,760	559,946
Total	**1,417,502**	**1,458,367**	1,762,209	1,741,402
Total U.S. Treasury and Federal Agencies	**2,285,311**	**2,353,438**	3,311,131	3,284,031
Other				
Under 1 year	**11,203**	**11,211**	21,098	20,826
1-5 years	**198,660**	**200,352**	215,978	217,453
6-10 years	**45,561**	**45,841**	88,872	87,415
Over 10 years	**341,675**	**330,777**	403,730	388,731
Marketable equity securities	**50,254**	**49,548**	87,674	92,069
Total	**647,353**	**637,729**	817,352	806,494
Total Securities Available for Sale	**$ 2,932,664**	**$ 2,991,167**	$ 4,128,483	$ 4,090,525

Consolidated Financial Highlights

(in thousands, except per share amounts)

For the Three Months Ended September 30,	2001	2000	% Change
Net Income [1]	**$ 75,660**	$ 83,030	(8.9) %
Per Common Share Amounts [2]			
Net income			
Basic	**$0.30**	$0.33	(9.1)
Diluted	**$0.30**	$0.33	(9.1)
Cash dividends declared	**$0.16**	$0.20	(20.0)
Average Common Shares Outstanding-Diluted [2]	**252,203**	252,033	0.1
Key Ratios			
Return on:			
Average total assets	**1.07%**	1.15%	(7.0)
Average shareholders' equity	**12.64%**	14.04%	(10.0)
Efficiency ratio	**57.48%**	58.38%	(1.6)
Average equity/average assets	**8.49%**	8.20%	3.5
Net interest margin	**4.04%**	3.74%	8.0
Tangible or "Cash Basis" Ratios [3]			
Net Income Per Common Share -- Diluted [2]	**$0.33**	$0.36	(8.3)
Return on:			
Average total assets	**1.21%**	1.29%	(6.2)
Average shareholders' equity	**13.93%**	15.33%	(9.1)

For the Nine Months Ended September 30,	2001	2000	% Change
Net Income [1]	**$ 218,030**	$ 284,724	(23.4) %
Per Common Share Amounts [2]			
Net income			
Basic	**$0.87**	$1.15	(24.3)
Diluted	**$0.87**	$1.14	(23.7)
Cash dividends declared	**$0.56**	$0.56	0.0
Average Common Shares Outstanding-Diluted [2]	**251,537**	248,909	1.1
Key Ratios			
Return on:			
Average total assets	**1.03%**	1.32%	(22.0)
Average shareholders' equity	**12.20%**	16.87%	(27.7)
Efficiency ratio	**59.30%**	55.39%	7.0
Average equity/average assets	**8.47%**	7.84%	8.0
Net interest margin	**3.99%**	3.74%	6.7
Tangible or "Cash Basis" Ratios [3]			
Net Income Per Common Share -- Diluted [2]	**$0.96**	$1.23	(22.0)
Return on:			
Average total assets	**1.17%**	1.45%	(19.3)
Average shareholders' equity	**13.51%**	18.08%	(25.3)

[1] Income component excludes the after-tax impact of Restructuring and Other Charges. ($33,031 in 3Q '01; $72,127 in 2Q '01; $32,500 in 3Q '00)

[2] Adjusted for stock splits and stock dividends, as applicable.

[3] Tangible or "Cash Basis" net income excludes amortization of goodwill. Related asset amount excluded from total assets and shareholders' equity.

Financial Review

Loan Loss Experience

(in thousands of dollars)	Three Months Ended September 30, 2001 [(1)]	Three Months Ended September 30, 2000	Nine Months Ended September 30, 2001 [(1)]	Nine Months Ended September 30, 2000
Allowance for loan losses, beginning of period	**$ 352,243**	$ 296,891	**$ 297,880**	$ 299,309
Allowance of assets acquired/other	**---**	---	**---**	7,900
Loan losses	**(49,386)**	(29,499)	**(160,507)**	(77,916)
Recoveries of loans previously charged off	**9,643**	5,705	**27,206**	20,325
Allowance of securitized loans	**(1,613)**	(4,807)	**(4,651)**	(12,863)
Provision for loan losses	**49,559**	26,396	**200,518**	57,931
Allowance for loan losses, end of period	**$ 360,446**	$ 294,686	**$ 360,446**	$ 294,686
As a % of average total loans				
Net loan losses--annualized	**0.74%**	0.46%	**0.85%**	0.37%
Net loan losses--annualized excluding special charges	**0.61%**	0.46%	**0.63%**	0.37%
Allowance for loan losses as a % of total sales	**1.67%**	1.45%	**1.67%**	1.45%
Net loan loss coverage [(2)]	**3.81x**	6.05x	**3.20x**	8.00x

(1) Including restructuring and other charges unless otherwise indicated.
(2) Income or loss before taxes (excluding restructuring and other charges) and the provision for loan losses to net loan losses.

Non-Performing Assets and Past Due Loans

(in thousands of dollars)	2001 3Q	2001 2Q	2001 1Q	2000 4Q	2000 3Q
Non-accrual loans:					
Commercial	**$ 148,177**	**$ 116,044**	**$ 62,716**	$ 55,804	$ 44,918
Real Estate					
Construction	**10,983**	**4,572**	**6,735**	8,687	7,973
Commercial	**29,899**	**22,298**	**28,158**	18,015	13,722
Residential	**11,666**	**11,868**	**11,949**	10,174	8,588
Total Nonaccrual Loans	**200,725**	**154,782**	**109,558**	92,680	75,201
Renegotiated loans	**1,286**	**1,290**	**1,297**	1,304	1,311
Total Non-Performing Loans	**202,011**	**156,072**	**110,855**	93,984	76,512
Other real estate, net	**8,050**	**9,913**	**14,031**	11,413	11,982
Total Non-Performing Assets	**$ 210,061**	**$ 165,985**	**$ 124,886**	$ 105,397	$ 88,494
Non-performing loans as a % of total loans	**0.94%**	**0.74%**	**0.53%**	0.46%	0.38%
Non-performing assets as a % of total loans and other real estate	**0.97%**	**0.79%**	**0.60%**	0.51%	0.44%
Allowance for loan loses as a % of non-performing loans	**178.43%**	**225.69%**	**272.23%**	316.95%	385.15%
Allowance for loan losses and other real estate as a % of non-performing assets	**171.08%**	**211.20%**	**239.42%**	279.16%	326.77%
Accruing loans past due 90 days or more	**$ 92,791**	**$ 67,077**	**$ 102,658**	$ 80,306	$ 80,290

Consolidated Average Balances and Interest Rates (Quarterly Data)

Fully Tax Equivalent Basis [1]	3rd Quarter 2001		2nd Quarter 2001		1st Quarter 2001	
(in millions of dollars)	Average Balance	Yield/ Rate	Average Balance	Yield/ Rate	Average Balance	Yield/ Rate
Assets						
Interest bearing deposits in banks	$ 5	3.75 %	$ 5	5.09 %	$ 5	5.24 %
Trading account securities	8	3.83	39	5.15	48	5.52
Federal funds sold and securities purchased under resale agreements	86	3.20	93	4.21	164	5.78
Loans held for sale	344	7.18	420	6.96	240	7.19
Securities: [3]						
Taxable	2,896	6.71	3,368	6.26	3,606	6.72
Tax exempt	140	7.38	201	7.26	248	7.55
Total Securities	3,036	6.75	3,569	6.32	3,854	6.77
Loans:						
Commercial	6,681	6.92	6,741	7.44	6,678	8.19
Real Estate						
Construction	1,388	6.62	1,303	7.43	1,263	8.31
Commercial	2,346	7.54	2,294	7.92	2,324	8.40
Consumer						
Loans	6,865	8.12	6,552	8.57	6,397	8.95
Leases	3,214	6.66	3,189	6.71	3,082	6.90
Residential Mortgage	854	7.54	942	7.72	960	7.91
Total Consumer	10,933	7.65	10,683	7.94	10,439	8.25
Total Loans	21,348	7.34	21,021	7.75	20,704	8.25
Allowance for loan losses	358		316		307	
Net loans [2]	20,990	7.87	20,705	8.31	20,397	8.74
Total earning assets	24,827	7.70 %	25,147	7.98 %	25,015	8.39 %
Cash and due from banks	910		910		952	
All other assets	2,609		2,608		2,579	
Total Assets	$ 27,988		$ 28,349		$ 28,239	
Liabilities and Shareholders' Equity						
Core deposits						
Non-interest bearing deposits	$ 3,341		$ 3,252		$ 3,213	
Interest bearing demand deposits	5,096	2.74 %	4,799	2.87 %	4,597	3.29 %
Savings deposits	3,472	3.00	3,547	3.42	3,505	3.85
Certificates of deposit	7,202	5.40	7,012	5.74	7,318	6.01
Total core deposits	19,111	3.31	18,610	3.55	18,633	3.89
Other domestic time deposits	120	4.42	118	5.57	167	6.37
Foreign time deposits	257	3.39	377	4.11	267	5.45
Total deposits	19,488	3.32	19,105	3.58	19,067	3.94
Short-term borrowings	2,157	3.69	2,759	4.37	2,504	5.37
Medium-term notes	1,990	6.12	2,005	6.59	2,240	6.64
Subordinated notes and other long-term debt, including preferred capital securities	1,167	5.19	1,180	5.96	1,171	6.81
Total interest bearing liabilities	21,461	4.23 %	21,797	4.62 %	21,769	5.12 %
All other liabilities	811		897		869	
Shareholders' equity	2,375		2,403		2,388	
Total Liabilities and Shareholders' Equity	$ 27,988		$ 28,349		$ 28,239	
Net interest rate spread		3.47 %		3.36 %		3.27 %
Impact of non-interest bearing funds on margin		0.57 %		0.61 %		0.66 %
Net Interest Margin		4.04 %		3.97 %		3.93 %

[1] Fully tax equivalent yields are calculated assuming a 35% tax rate.

[2] Net loan rate includes loan fees, whereas individual loan components above are shown exclusive of fees.

[3] Yields are based on amortized cost.

Consolidated Average Balances and Interest Rates (Quarterly Data)

4th Quarter 2000		3rd Quarter 2000	
Average Balance	Yield/ Rate	Average Balance	Yield/ Rate
$ 5	5.50 %	$ 5	6.13 %
17	6.56	11	6.54
85	6.53	136	6.43
129	7.74	99	8.51
4,410	6.31	4,273	6.33
264	7.53	270	7.57
4,674	6.38	4,543	6.40
6,543	8.65	6,454	8.74
1,306	8.87	1,283	8.88
2,227	8.64	2,193	8.60
6,425	8.90	6,392	8.82
3,049	6.92	2,976	6.79
940	7.94	1,325	7.64
10,414	8.24	10,693	8.11
20,490	8.45	20,623	8.41
302		302	
20,188	8.96	20,321	8.90
25,400	8.47 %	25,417	8.43 %
960		968	
2,597		2,615	
$ 28,655		$ 28,698	
$ 3,308		$ 3,425	
4,496	3.62 %	4,385	3.47 %
3,498	4.28	3,528	4.14
7,522	6.07	7,450	5.94
18,824	4.96	18,788	4.82
365	6.68	433	6.55
322	6.37	561	6.63
19,511	5.02	19,782	4.93
2,133	6.00	2,014	6.12
2,665	6.85	2,592	6.81
1,171	7.42	1,171	7.39
22,172	5.46 %	22,134	5.39 %
822		787	
2,353		2,352	
$ 28,655		$ 28,698	
	3.01 %		3.04 %
	0.69 %		0.70 %
	3.70 %		3.74 %

Selected Quarterly Income Statement Data

(in thousands of dollars, except per share amounts) [1]	2001			2000	
	3Q	2Q	1Q	4Q	3Q
Total Interest Income	**$ 478,834**	**$ 498,959**	**$ 517,975**	$ 537,661	$ 535,791
Total Interest Expense	**229,047**	**250,926**	**274,851**	304,595	299,922
Net Interest Income	**249,787**	**248,033**	**243,124**	233,066	235,869
Provision for loan losses	**49,559**	**45,777**	**33,464**	32,548	26,396
Net Interest Income After Provision for Loan Losses	**200,228**	**202,256**	**209,660**	200,518	209,473
Service charges on deposit accounts	**41,719**	**40,673**	**38,907**	39,248	39,722
Brokerage and insurance income	**19,912**	**19,388**	**18,768**	17,078	15,564
Trust services	**15,485**	**15,178**	**14,314**	14,404	13,181
Mortgage banking	**14,616**	**18,733**	**10,031**	11,976	9,412
Electronic banking fees	**12,350**	**12,217**	**11,098**	11,546	11,238
Bank Owned Life Insurance income	**9,560**	**9,561**	**9,560**	11,086	9,786
Other	**15,755**	**14,956**	**12,968**	24,366	11,370
Total Non-Interest Income before securities gains	**129,397**	**130,706**	**115,646**	129,704	110,273
Securities gains	**1,059**	**2,747**	**2,078**	845	11,379
Total Non-Interest Income	**130,456**	**133,453**	**117,724**	130,549	121,652
Personnel and related costs	**120,767**	**122,068**	**117,662**	105,810	109,463
Equipment	**20,151**	**19,844**	**19,972**	20,811	18,983
Net occupancy	**19,266**	**18,188**	**19,780**	18,614	19,520
Outside data processing and other services	**17,375**	**17,671**	**16,654**	16,142	15,531
Amortization of intangible assets	**10,114**	**10,435**	**10,576**	10,494	10,311
Marketing	**6,921**	**7,852**	**9,939**	10,592	8,557
Telecommunications	**6,859**	**7,207**	**7,125**	6,524	6,480
Legal and other professional services	**5,912**	**6,763**	**4,969**	6,785	4,719
Printing and supplies	**4,450**	**4,565**	**5,059**	5,212	4,849
Franchise and other taxes	**2,470**	**2,246**	**2,120**	3,163	2,841
Other	**14,605**	**16,457**	**20,234**	19,703	12,331
Total Non-Interest Expense	**228,890**	**233,296**	**234,090**	223,850	213,585
Income Before Income Taxes	**101,794**	**102,413**	**93,294**	107,217	117,540
Provision for income taxes	**26,134**	**27,909**	**25,428**	30,995	34,510
Net Income	**$ 75,660**	**$ 74,504**	**$ 67,866**	$ 76,222	$ 83,030
Per Common Share [2]					
Net income					
Diluted	**$0.30**	**$0.30**	**$0.27**	$0.30	$0.33
Diluted - Cash Basis	**$0.33**	**$0.33**	**$0.30**	$0.33	$0.36
Cash Dividends Declared	**$0.16**	**$0.20**	**$0.20**	$0.20	$0.20
Fully Tax Equivalent Margin:					
Net Interest Income	**$ 249,787**	**$ 248,033**	**$ 243,124**	$ 233,066	$ 235,869
Tax Equivalent Adjustment [3]	**1,442**	**1,616**	**2,002**	2,057	2,022
Tax Equivalent Net Interest Income	**$ 251,229**	**$ 249,649**	**$ 245,126**	$ 235,123	$ 237,891

[1] Excludes the after-tax impact of Restructuring and Other Charges ($33,031 in 3Q 2001; $72,127 in 2Q 2001 and $32,500 in 3Q 2000).
[2] Adjusted for stock splits and stock dividends, as applicable.
[3] Calculated assuming a 35% tax rate.

Stock Summary, Key Ratios and Statistics, and Regulatory Capital Data

Quarterly Common Stock Summary [1]

	2001			2000	
	3Q	2Q	1Q	4Q	3Q
High	$ 19.280	$17.000	$18.000	$16.375	$18.813
Low	15.150	13.875	12.625	12.516	14.375
Close	17.310	16.375	14.250	16.188	14.688
Cash dividends declared	$ 0.16	$ 0.20	$ 0.20	$ 0.20	$ 0.20

Note: Stock price quotations were obtained from NASDAQ.

Key Ratios and Statistics

Margin Analysis - As a % of Average Earning Assets [2]	2001			2000	
	3Q	2Q	1Q	4Q	3Q
Interest Income	7.70%	7.98%	8.39%	8.47%	8.43%
Interest Expense	3.66%	4.01%	4.46%	4.77%	4.69%
Net Interest Margin	4.04%	3.97%	3.93%	3.70%	3.74%
Return on [3]					
Average total assets	1.07%	1.05%	0.97%	1.06%	1.15%
Average total assets - cash basis	1.21%	1.19%	1.11%	1.19%	1.29%
Average shareholders' equity	12.64%	12.43%	11.53%	12.89%	14.04%
Average shareholders' equity - cash basis	13.93%	13.72%	12.86%	14.20%	15.33%
Efficiency Ratio [3]	57.48%	58.59%	61.95%	58.48%	58.38%
Effective tax rate [3]	25.67%	27.25%	27.26%	28.91%	29.36%

Regulatory Capital Data

	2001			2000	
(in millions of dollars)	3Q	2Q	1Q	4Q	3Q
Total Risk-Adjusted Assets	$ 27,757	$27,375	$27,230	$26,880	$26,370
Tier 1 Risk-Based Capital Ratio	6.97%	7.01%	7.19%	7.19%	7.20%
Total Risk-Based Capital Ratio	10.13%	10.20%	10.31%	10.46%	10.64%
Tier 1 Leverage Ratio	7.10%	6.96%	7.12%	6.93%	6.80%
Tangible Equity/Asset Ratio	5.96%	5.97%	6.01%	5.87%	5.73%

[1] Adjusted for stock splits and stock dividends, as applicable.
[2] Presented on a fully tax equivalent basis assuming a 35% tax rate.
[3] Income component excludes the impact of Restructuring and Other Charges.

PART II. OTHER INFORMATION

In accordance with the instructions to Part II, the other specified items in this part have been omitted because they are not applicable or the information has been previously reported.

Item 6. Exhibits and Reports on Form 8-K

(a) Exhibits

2. Purchase and Assumption Agreement, dated September 25, 2001, among Huntington Bancshares Incorporated, The Huntington National Bank, and SunTrust Banks, Inc.

3. (ii) Amended and Restated Bylaws.

4. Instruments defining the Rights of Security Holders:

Reference is made to Articles Fifth, Eighth and Tenth 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 quarter ended March 31, 1998, and incorporated herein by reference. Also, reference is made to Rights Plan, dated February 22, 1990, previously filed as Exhibit 1 to Registration Statement on Form 8-A, and incorporated herein by reference and to Amendment No. 1 to the Rights Agreement, dated as of August 16, 1995, previously filed as Exhibit 4(b) to Form 8-K filed with the Securities and Exchange Commission on August 28, 1995, 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.

99. Earnings to Fixed Charges

(b) Reports on Form 8-K

1. A report on Form 8-K, dated July 12, 2001, was filed under report item numbers 5 and 7, concerning a comprehensive restructuring and strategic refocus on Huntington's core Midwest markets.

2. A report on Form 8-K, dated July 18, 2001, was filed under report item numbers 5 and 7, concerning Huntington's results of operations for the second quarter and year ended June 30, 2001.

3. A report on Form 8-K, dated August 16, 2001, was filed under report item number 5, announcing that Thomas E. Hoaglin was appointed Chairman of the Board of Huntington and its principal subsidiary, The Huntington National Bank ("HNB"), succeeding Mr. Wobst in these positions.

4. A report on Form 8-K, dated September 26, 2001, was filed under report item number 5 and 7, announcing the sale of Huntington’s Florida operations to SunTrust Banks, Inc.

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 thereunto duly authorized.

Huntington Bancshares Incorporated
(Registrant)

Date: November 14, 2001

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

Date: November 14, 2001

/s/ Michael J. McMennamin
Michael J. McMennamin
Vice Chairman, Chief Financial Officer and Treasurer (Principal Financial Officer)