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 MARCH 31, 1998

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 192,332,918 shares of Registrant's without par value common stock outstanding on April 30, 1998.

<TABLE>
<CAPTION>
PART I. FINANCIAL INFORMATION
1. FINANCIAL STATEMENTS (UNAUDITED)

CONSOLIDATED BALANCE SHEETS

(in thousands of dollars)	March 31, 1998	December 31, 1997	March 31, 1997
<S>	<C>	<C>	<C>
ASSETS			
Cash and due from banks...	$ 1,023,138	$ 1,142,450	$ 976,777
Interest bearing deposits in banks................................	2,378	39,618	1,761
Trading account securities..	19,489	7,082	2,856
Federal funds sold and securities purchased under resale agreements............................	8,573	509,119	12,618
Mortgages held for sale...	314,034	192,948	112,364
Securities available for sale - at fair value.....................	6,345,104	5,709,814	5,631,819
Investment securities - fair value $31,912; $33,383; and $60,092, respectively....................................	31,631	33,010	59,662

Total loans (1)	17,748,389	17,738,248	17,453,995
Less allowance for loan losses	258,262	258,171	241,647
Net loans	17,490,127	17,480,077	17,212,348
Premises and equipment	400,331	389,481	389,036
Customers' acceptance liability	26,518	27,818	59,247
Accrued income and other assets	1,147,156	1,199,123	709,251
TOTAL ASSETS	$26,808,479	$26,730,540	$25,167,739
LIABILITIES AND SHAREHOLDERS' EQUITY			
Total deposits (1)	$17,700,544	$17,983,718	$16,976,046
Short-term borrowings	3,241,383	3,141,671	3,474,015
Bank acceptances outstanding	26,518	27,818	59,247
Medium-term notes	2,577,150	2,332,150	1,597,500
Subordinated notes and other long-term debt	483,854	498,889	556,265
Company obligated mandatorily redeemable preferred capital securities of subsidiary trust	200,000	200,000	200,000
Accrued expenses and other liabilities	504,936	520,903	456,521
Total Liabilities	24,734,385	24,705,149	23,319,594
Shareholders' equity			
Preferred stock - authorized 6,617,808 shares; none outstanding			
Common stock - without par value; authorized 300,000,000 shares; issued and outstanding 193,279,797; 193,279,797; and 182,384,332 shares, respectively	1,528,768	1,528,768	1,291,071
Less 961,290; 1,543,371; and 6,831,006 treasury shares, respectively	(25,218)	(36,791)	(154,822)
Capital surplus	394,715	404,235	418,866
Retained earnings	165,419	114,379	353,954
Accumulated other comprehensive income	10,410	14,800	(60,924)
Total Shareholders' Equity	2,074,094	2,025,391	1,848,145
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	$26,808,479	$26,730,540	$25,167,739

</TABLE>

(1) See page 9 for detail of total loans and total deposits.

See notes to unaudited consolidated financial statements.

<TABLE>
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CONSOLIDATED STATEMENTS OF INCOME

(in thousands of dollars, except per share amounts)	THREE MONTHS ENDED MARCH 31,	
Interest and fee income	1998	1997
Loans	$ 400,807	$ 382,968
Securities	97,171	90,490
Other	4,502	2,416
TOTAL INTEREST INCOME	502,480	475,874
Interest expense		
Deposits	162,252	148,373
Short-term borrowings	39,270	46,098
Medium-term notes	35,992	23,319
Subordinated notes and other long-term debt	10,118	10,533
TOTAL INTEREST EXPENSE	247,632	228,323
NET INTEREST INCOME	254,848	247,551
Provision for loan losses	22,181	22,380
NET INTEREST INCOME AFTER PROVISION FOR LOAN LOSSES	232,667	225,171
Total non-interest income (1)	96,767	76,731
Total non-interest expense (1)	197,790	183,861
INCOME BEFORE INCOME TAXES	131,644	118,041
Provision for income taxes	42,158	40,862
NET INCOME	$ 89,486	$ 77,179
PER COMMON SHARE (2)		
Net income		
Basic	$0.47	$0.41
Diluted	$0.46	

$0.40

Cash dividends declared....................................	$0.20	$0.18
AVERAGE COMMON SHARES OUTSTANDING (2)............................	192,161,096	189,082,054

</TABLE>

(1) See page 10 for detail of non-interest income and non-interest expense.
(2) Adjusted for stock splits and stock dividends, as applicable.

See notes to unaudited consolidated financial statements.

<TABLE>
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CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

(IN THOUSANDS, EXCEPT PER SHARE AMOUNTS)

<S>	Common Shares <C>	Common Stock <C>	Treasury Shares <C>	Treasury Stock <C>	Capital Surplus <C>	Accumulated Other Comprehensive Income <C>	Retained Earnings <C>	Total <C>
Three Months Ended March 31, 1997:								
Balance, beginning of period	182,265	$1,290,968	(9,285)	$(204,634)	$401,176	$(13,931)	$312,079	$1,785,658
Comprehensive Income:								
Net income							77,179	77,179
Unrealized net holding losses on securities available for sale arising during the period						(46,993)		(46,993)

Total comprehensive income								30,186

Cash dividends declared ($0.18 per share)							(33,069)	(33,069)
Stock issued for acquisition			3,468	78,527	15,122			93,649
Stock options exercised			61	978	(686)			292
Treasury shares purchased			(1,429)	(37,578)				(37,578)
Treasury shares sold:								
Shareholder dividend reinvestment plan			285	6,325	1,101			7,426
Employee benefit plans			69	1,560	434			1,994
Pre-merger transactions of pooled subsidiary	119	103			1,719		(2,234)	(413)
	-------	----------	-----	---------	--------	--------	--------	----------
Balance, end of period	182,384	$1,291,071	(6,831)	$(154,822)	$418,866	$(60,924)	$353,954	$1,848,145
	=======	==========	=====	=========	========	========	========	==========

THREE MONTHS ENDED MARCH 31, 1998:

BALANCE, BEGINNING OF PERIOD	193,279	$1,528,768	(1,543)	$ (36,791)	$404,235	$ 14,800	$114,379	$2,025,391
COMPREHENSIVE INCOME:								
NET INCOME							89,486	89,486
UNREALIZED NET HOLDING LOSSES ON SECURITIES AVAILABLE FOR SALE ARISING DURING THE PERIOD						(4,390)		(4,390)

TOTAL COMPREHENSIVE INCOME								85,096

CASH DIVIDENDS DECLARED ($0.20 PER SHARE)							(38,446)	(38,446)
STOCK ISSUED FOR ACQUISITION			160	3,883	(3,815)			68
STOCK OPTIONS EXERCISED			403	7,218	(5,907)			1,311
TREASURY SHARES SOLD TO EMPLOYEE BENEFIT PLANS			19	472	202			674
	-------	----------	------	--------	--------	--------	--------	----------
BALANCE, END OF PERIOD	193,279	$1,528,768	(961)	$(25,218)	$394,715	$ 10,410	$165,419	$2,074,094
	=======	==========	======	========	========	========	========	==========

</TABLE>

See notes to unaudited consolidated financial statements.

<TABLE>
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CONSOLIDATED STATEMENTS OF CASH FLOWS

	THREE MONTHS ENDED MARCH 31,	
(in thousands of dollars)	1998	1997
<S>	<C>	<C>
OPERATING ACTIVITIES		
Net Income..	$ 89,486	$ 77,179
Adjustments to reconcile net income to net cash provided by operating activities		
Provision for loan losses..	22,181	22,380
Provision for depreciation and amortization..........................	17,768	15,296
Deferred income tax expense..	5,358	8,780
Increase in trading account securities...............................	(12,407)	(983)
(Increase) decrease in mortgages held for sale.......................	(121,086)	9,058
Net gains on sales of securities.....................................	(3,089)	(2,098)
Decrease in accrued income receivable................................	10,106	2,108
Net decrease (increase) in other assets..............................	17,152	(18,685)
Increase in accrued expenses...	11,907	20,667
Net (decrease) increase in other liabilities.........................	(30,835)	37,654

NET CASH PROVIDED BY OPERATING ACTIVITIES	6,541	171,356
Investing Activities		
Decrease in interest bearing deposits in banks	37,240	1,657
Proceeds from:		
Maturities and calls of investment securities	1,348	28,677
Maturities and calls of securities available for sale	191,087	175,283
Sales of securities	485,158	596,740
Purchases of:		
Investment securities	-	(1,595)
Securities available for sale	(1,300,626)	(827,663)
Proceeds from sales of loans	24,548	25,667
Net loan originations, excluding sales	(56,882)	(433,233)
Proceeds from disposal of premises and equipment	117	4,208
Purchases of premises and equipment	(21,905)	(12,997)
Proceeds from sales of other real estate	4,802	3,333
Net cash received from purchase of subsidiaries	-	9,204
NET CASH USED FOR INVESTING ACTIVITIES	(635,113)	(430,719)
FINANCING ACTIVITIES		
(Decrease) increase in total deposits	(284,643)	94,197
Increase (decrease) in short-term borrowings	99,712	(129,585)
Proceeds from issuance of long-term debt	-	22,676
Payment of long-term debt	(15,000)	(17,000)
Proceeds from issuance of medium-term notes	325,000	342,500
Payment of medium-term notes	(80,000)	(295,000)
Proceeds from issuance of capital securities	-	200,000
Dividends paid on common stock, including pre-merger dividends of pooled subsidiary	(38,339)	(33,299)
Repurchase of common stock	-	(37,578)
Proceeds from issuance of common stock	1,984	9,420
NET CASH PROVIDED BY FINANCING ACTIVITIES	8,714	156,331
CHANGE IN CASH AND CASH EQUIVALENTS	(619,858)	(103,032)
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD	1,651,569	1,092,427
CASH AND CASH EQUIVALENTS AT END OF PERIOD	$1,031,711	$ 989,395

</TABLE>

See notes to unaudited consolidated financial statements.

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

A. 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 results for the interim periods. The Notes to the Consolidated Financial Statements appearing in Huntington's 1997 Annual Report to Shareholders should be read in conjunction with these interim financial statements.

B. Pursuant to the Financial Accounting Standards Board (FASB) Statement No. 130, "Reporting Comprehensive Income", the Consolidated Statements of Changes in Shareholders' Equity include a new measure called "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 component of Other Comprehensive Income is the unrealized gains (losses) on securities available for sale. The related before and after tax amounts are as follows:

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	March 31, 1998	March 31, 1997
Unrealized holding losses arising during the period:		
Gross	$(3,704)	$(74,928)
Related tax benefit	1,322	29,299
Net	(2,382)	(45,629)
Reclassification adjustment for net gains realized during the period:		
Gross	(3,089)	(2,098)
Related tax expense	1,081	734
Net	(2,008)	(1,364)
Total Other Comprehensive Income (Loss)	$(4,390)	$(46,993)

</TABLE>

In June 1997, the FASB issued Statement No. 131, "Disclosure about Segments of an Enterprise and Related Information". The provisions of this Statement require disclosure of financial and descriptive information about an enterprise's operating segments. The Statement defines an operating segment as a component of an enterprise that engages in business activities that generate revenue and incur expense. A segment is further defined as a component whose operating results are reviewed by the chief operating decision maker in the determination of resource allocation and performance, and for which discrete financial information is available. It also establishes standards for related disclosures about products and services, geographic areas, and major customers. This Statement is effective for fiscal years beginning after December 15, 1997; however, it is not required to be applied for interim reporting in the initial year of application. Accordingly, no segment information is included in the notes to these financial statements.

C. On September 30, 1997, Huntington completed the acquisition of First Michigan Bank Corporation (First Michigan), a $3.7 billion bank holding company headquartered in Holland, Michigan. Huntington issued approximately 32.2 million shares of its common stock in exchange for all of the outstanding common stock of First Michigan. First Michigan had total loans and deposits of $2.7 billion and $3.1 billion, respectively, and total equity of $286 million at the date of acquisition. The transaction

was accounted for as a pooling of interests; accordingly, all financial information appearing in this report, except dividends per share, has been restated to include the results of First Michigan.

The separate results of operations for Huntington and First Michigan were as follows ($ in millions, except per share):

For the Three Months Ended	March 31, 1997

Net Interest Income:	
Huntington	$ 211.5
First Michigan	36.1
Combined	$ 247.6
Net Income:	
Huntington	$ 66.5
First Michigan	10.7
Combined	$ 77.2
Earnings (basic) per common share outstanding:	
Huntington	$ .42
First Michigan	.39
Combined	$ .41

D. In January 1997, Huntington Capital I, a Delaware statutory business trust owned by Huntington, issued $200 million of company obligated mandatorily redeemable capital securities. All of the common securities of Huntington Capital I are owned by Huntington. The proceeds from the issuance of the capital securities ($200 million) and common securities ($6.2 million) were used by Huntington Capital I to purchase from Huntington $206.2 million of Floating Rate Junior Subordinated Debentures. The subordinated debentures are the sole assets of the trust, bear interest at a variable annual rate equal to LIBOR plus .70%, and mature on February 1, 2027. Interest payments made on the capital securities are reported as a component of interest expense on long-term debt.

E. Certain amounts in the prior year's financial statements have been reclassified to conform with the 1998 presentation. These reclassifications had no effect on net income.

F. 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 and the conversion impact of convertible equity instruments.

The calculation of basic and diluted earnings per share for each of the periods ended March 31 is as follows:

(In thousands, except per share amounts)	1998	1997
Net income	$ 89,486	$ 77,179
Average common shares outstanding	192,161	189,082
Dilutive effect of stock options	2,211	2,138
Diluted common shares outstanding	194,372	191,220
Earnings per share		
Basic	$ .47	$ .41
Diluted	$ .46	$ .40

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

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FINANCIAL REVIEW

LOAN PORTFOLIO COMPOSITION

(in thousands of dollars)	MARCH 31, 1998	December 31, 1997	March 31, 1997
Commercial	$ 5,441,107	$ 5,270,660	$ 5,391,832
Real Estate			
Construction	846,715	863,635	755,219
Commercial	2,367,823	2,370,652	2,228,117
Residential	1,083,566	1,228,446	1,600,137
Consumer			
Loans	6,423,582	6,462,716	6,153,585
Leases	1,585,596	1,542,139	1,325,105
TOTAL LOANS	$17,748,389	$17,738,248	$17,453,995

DEPOSIT COMPOSITION

(in thousands of dollars)	MARCH 31, 1998	December 31, 1997	March 31, 1997
Demand deposits			
Non-interest bearing	$ 2,516,765	$ 2,549,518	$ 2,786,287
Interest bearing	3,785,550	3,762,862	3,213,361
Savings deposits	3,229,359	3,133,014	3,204,941
Other domestic time deposits	6,012,135	6,115,534	5,680,917
Total core deposits	15,543,809	15,560,928	14,885,506
Certificates of deposit of $100,000 or more	2,018,818	1,903,657	1,707,040
Foreign time deposits	137,917	519,133	383,500
TOTAL DEPOSITS	$17,700,544	$17,983,718	$16,976,046

FINANCIAL REVIEW

ANALYSIS OF NON-INTEREST INCOME

(in thousands of dollars)

THREE MONTHS ENDED MARCH 31,

PERCENT

	1998	1997	CHANGE
<S>	<C>	<C>	<C>
Service charges on deposit accounts	$30,837	$27,594	11.8.%
Mortgage banking	14,157	8,997	57.4
Trust services	12,583	12,145	3.6
Brokerage and insurance income..................................	8,285	7,084	17.0
Electronic banking fees..	5,731	4,364	31.3
Credit card fees...	4,859	4,195	15.8
Other..	17,226	10,254	68.0
Total non-interest income before securities gains................	93,678	74,633	25.5
Securities gains...	3,089	2,098	47.2
TOTAL NON-INTEREST INCOME	$96,767	$76,731	26.1%

</TABLE>

<TABLE>
<CAPTION>

ANALYSIS OF NON-INTEREST EXPENSE

(in thousands of dollars)

	THREE MONTHS ENDED MARCH 31,		PERCENT
	1998	1997	CHANGE
<S>	<C>	<C>	<C>
Personnel and related costs......................................	$104,712	$97,241	7.7 %
Outside data processing and other services.......................	16,586	12,567	32.0
Equipment	15,149	13,188	14.9
Net occupancy	13,439	13,332	0.8
Marketing..	6,932	8,965	(22.7)
Telecommunications...	6,023	4,967	21.3
Legal and other professional services............................	5,788	5,429	6.6
Printing and supplies..	5,761	4,927	16.9
Franchise and other taxes..	5,500	5,240	5.0
Amortization of intangible assets................................	3,393	2,946	15.2
Other..	14,507	15,059	(3.7)
TOTAL NON-INTEREST EXPENSE	$197,790	183,861	7.6 %

</TABLE>

MANAGEMENT'S DISCUSSION AND ANALYSIS

INTRODUCTION

FORWARD-LOOKING STATEMENTS

Congress passed the Private Securities Litigation Report Act of 1995 to encourage corporations to provide investors with information about the company's anticipated future financial performance, goals, and strategies. The act provides a safe harbor for such disclosure, or in other words, protection from unwarranted litigation if actual results are not the same as management's expectations.

Huntington Bancshares Incorporated (Huntington) desires to provide its shareholders with sound information about past performance and future trends. Consequently, this Quarterly Report, including Management's Discussion and Analysis of Financial Condition and Results of Operations, contains forward-looking statements that are subject to numerous assumptions, risks, and uncertainties. Actual results could differ materially from those contained in or implied by Huntington's statements due to a variety of factors including: changes in economic conditions; movements in interest rates; competitive pressures on product pricing and services; success and timing of business strategies; successful integration of acquired businesses; the nature and extent of governmental actions and reforms; and extended disruption of vital infrastructure. The management of Huntington encourages readers of this report to understand forward-looking statements to be strategic objectives rather than absolute targets of future performance.

ACQUISITIONS

In December 1997, Huntington signed a definitive agreement with NationsBank Corporation (NationsBank) to acquire sixty banking offices in Florida. The branch acquisition is expected to add approximately $1.6 billion in loans and $2.6 billion in deposits. The deposit premium, which is subject to final determination based upon the deposit levels at the closing of the transaction, is projected to be approximately $523 million. The transaction is expected to close late in the second quarter of 1998.

Although Huntington continually monitors and investigates suitable acquisition opportunities, Huntington has no material written or oral acquisition agreements or understandings with specific entities except as described above.

OVERVIEW

Huntington reported earnings of $89.5 million for the first quarter of 1998 compared with $77.2 million for the same period last year. Basic earnings per share were $.47, an increase of 14.6% from $.41 per share for the first three months of 1997. On a diluted basis, the per share results were $.46 and $.40, respectively. Huntington's return on average assets (ROA) was 1.38% for the quarter just ended versus 1.27% one year ago. Return on average equity (ROE) was 17.73%, up from 17.42% in the first quarter of 1997.

Total assets were $26.8 billion at March 31, 1998, an increase of 6.5% from one year ago but flat with the recent year-end. The increase over the last twelve months is the result of a larger investment securities portfolio as well as loan growth in the last nine months of 1997, and higher volumes of mortgages held for sale. Average total loans outstanding for the recent quarter grew 6.5% over the same period last year, after adjusting for the impact of single-family residential mortgage loans sold in

the past several months. During the first quarter of 1998, Huntington experienced only a modest increase in its loans outstanding. The slower rate of growth is attributable to competitive pressures combined with large prepayments in the commercial lending portfolio. Huntington believes it is critical to maintain its pricing discipline in the lending process. Accordingly, should current trends in the marketplace continue, future loan growth may also be suppressed.

Core deposits were flat with year end but were up $658.3 million from March 31, 1997. Average core deposits increased $1.1 billion, or 7.2%, versus the first quarter of last year, fueled by 7.9% growth in transaction accounts.

Huntington's wholesale liability position also expanded in the past year as new asset volumes outpaced deposit growth. Most of the incremental wholesale funding was in the form of unsecured medium-term bank notes.

LINES OF BUSINESS

Huntington segments its operations into five distinct lines of business: Retail Banking, Corporate Banking, Dealer Sales, Private Financial Group, and Treasury/Other. 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. A detailed description of the lines of business is contained in Huntington's Annual Report on Form 10-K for the year ended December 31, 1997.

The following summary contains selected financial information by business segment for the three months ended March 31, 1998:

<TABLE>
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(In thousands of dollars)

<S>	Revenues <C>	Net Income <C>	Average Total Assets <C>	Average Total Deposits <C>
Retail Banking	$186,009	$40,044	$7,486,890	$15,153,177
Corporate Banking	72,942	23,985	5,880,611	919,816
Dealer Sales	42,042	12,118	5,116,160	56,551
Private Financial Group	20,806	5,454	629,878	503,309
Treasury / Other	29,816	7,885	7,216,761	849,359
Total	$351,615	$89,486	$26,330,300	$17,482,212

</TABLE>

RESULTS OF OPERATIONS

NET INTEREST INCOME

Net interest income for the quarter was $254.8 million, up $7.3 million, or 2.9%, from the same period a year ago. The increase was largely the result of growth in investment securities and other earning assets, as the highly competitive marketplace continues to erode loan margins across much of the banking industry. Huntington's margin dropped from 4.39% in the first three months of 1997 to 4.30% in the quarter just ended. Management expects margin compression to be a continuing challenge in the ensuing quarters which may continue to depress growth in net interest income.

PROVISION FOR LOAN LOSSES

The provision for loan losses was $22.2 million in the first quarter of 1998, down slightly from $22.4 million in the same period last year. Annualized net charge-offs as a percentage of average total loans was .51% for the recent three months, compared with .42% in the same period last year and .50% for full year 1997.

NON-INTEREST INCOME

Non-interest income, excluding net gains from the sale of investment securities, was $93.7 million for the first quarter of 1998, compared with $74.6 million for the first three months of 1997. The 25.5% increase is attributable to higher mortgage banking income associated with strong origination activity, growth in service charges on deposit accounts, and income generated from the $400 million Bank Owned Life Insurance policy purchased by Huntington in December 1997. Electronic banking fees and brokerage revenues also showed considerable improvement.

NON-INTEREST EXPENSE

Non-interest expense increased 7.6%, or $13.9 million, from one year ago. The primary drivers were higher sales commissions (a component of "Personnel and related costs"); increases in outside services, in part due to Year 2000 expenses; and an increase in the number of ATMs deployed by Huntington that fueled an increase in telecommunications costs. In addition, 1997 purchase acquisitions impacted last year's first quarter expenses only partially but affected results for all of the recent quarter.

"Year 2000" expenses relate to professional fees for outside services (primarily programming) as well as internal staff costs that have been, and will continue to be, incurred to alter programs that have time-sensitive software which may recognize a "00" date as the year 1900 versus 2000. Huntington anticipates substantially all reprogramming will be completed by December 31, 1998, allowing the opportunity in 1999 to fully test the systems and make any further refinements that are needed. The failure of certain third parties to adequately address Year 2000 could also adversely impact Huntington. Consequently, Huntington is communicating with customers, suppliers, and others to identify any potential problems. Huntington's management estimates an additional $8.2 million of Year 2000 costs will be incurred in the future to get Huntington's systems fully compliant. These costs, however, are not expected to materially impact Huntington's results of operations in any one period.

During the recent quarter, the operations of Huntington's Western Michigan region, formerly First Michigan Bank Corporation, were successfully converted to Huntington's primary

operating platform. This is expected to create efficiencies as well as the opportunity to enhance the products and services provided customers in the Western Michigan market.

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 the 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, and 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 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, for example, 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 that, at any point in time, the model provides a reasonably accurate estimate of Huntington's interest rate risk exposure. This information is regularly shared with the Board of Directors.

At March 31, 1998, the results of Huntington's interest sensitivity analysis indicated that net interest income would be relatively unchanged by a 100-200 basis point decrease in the federal funds rate (assuming the change occurs evenly over the next year and that corresponding changes in other market rates occur as forecasted). If interest rates rose 100 basis points, net interest income would be expected to decrease by 1.2%. An increase of 200 basis points would result in a 2.4% reduction.

Active interest rate risk management necessitates the use of various types of off-balance sheet financial instruments, primarily interest rate swaps. Risk created by different indices on products, by unequal terms to maturity of assets and liabilities, and by products that are appealing to customers but incompatible with current risk limits can be eliminated or decreased in a cost efficient manner by utilizing interest rate swaps. Often, the swap strategy has enabled Huntington to lower the overall cost of raising wholesale funds. Similarly, financial futures, interest rate caps and floors, options, and forward rate agreements are used to control financial

risk effectively. Off-balance sheet instruments perform identically to similar cash instruments but are often preferable because they require less capital while preserving access to the marketplace.

The following table illustrates the approximate market values, estimated maturities and weighted average rates of the interest rate swaps used by Huntington in its interest rate risk management program at March 31, 1998:

<TABLE>
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(Dollars in millions)	Notional Value	Average Maturity (years)	Market Value	Average Rate Receive	Average Rate Pay
ASSET CONVERSION SWAPS					
Received fixed	$ 575	1.85	$ .1	6.15%	5.66%
LIABILITY CONVERSION SWAPS					
Receive fixed	$1,980	1.55	$ 26.0	6.28%	5.68%
Receive fixed-amortizing	185	1.25	(.2)	5.63%	5.69%
Pay fixed	400	0.62	.2	5.73%	5.49%
TOTAL LIABILITY CONVERSION SWAPS	$2,565	1.38	$ 26.0	6.15%	5.65%
BASIS PROTECTION SWAPS	$ 785	1.05	$(.5)	5.68%	5.72%

</TABLE>

As is the case with cash securities, the market value of interest rate swaps is largely a function of the financial market's expectations regarding the future direction of interest rates. Accordingly, current market values are not necessarily indicative of the future impact of the swaps on net interest income. This will depend, in large part, on the shape of the yield curve as well as interest rate levels. Management made no assumptions regarding future changes in interest rates with respect to the variable rate information and the indexed amortizing swap maturities presented in the table above.

The pay rates on Huntington's receive-fixed swaps vary based on movements in the applicable London interbank offered rate (LIBOR). Asset conversion swaps and liability conversion swaps with notional values of $300 million and $500 million, respectively, have embedded written LIBOR-based call options. The portfolio of amortizing swaps consists primarily of contracts that are indexed to the prepayment experience of a specified pool of mortgage loans.

As market interest rates change, the amortization of the notional value of the swap will also change, generally slowing as rates increase and accelerating when rates fall. Basis swaps are contracts that provide for both parties to receive interest payments according to different rate indices and are used to protect against changes in spreads between market rates. The receive and pay amounts applicable to Huntington's basis swaps are based predominantly on LIBOR.

The contractual interest payments are based on the notional values of the swap portfolio. These notional values do not represent direct credit exposures. At March 31, 1998, Huntington's credit risk from interest rate swaps used for asset/liability management purposes was $72.1 million, which represents the sum of the aggregate fair value of positions that have become favorable to Huntington, including any accrued interest receivable due from counterparties. In order to minimize the risk that a swap counterparty will not satisfy its interest payment obligation

under the terms of the contract, Huntington performs credit reviews on all counterparties, restricts the number of counterparties used to a select group of high quality institutions, obtains collateral, and enters into formal netting arrangements. Huntington has never experienced any past due amounts from a swap counterparty.

The total notional amount of off-balance sheet instruments used by Huntington on behalf of customers (for which the related interest rate risk is offset by third party contracts) was $195 million at March 31, 1998. Total credit exposure from such contracts is not material. These separate activities, which are accounted for at fair value, are not a significant part of Huntington's operations. Accordingly, they have been excluded from the above discussion of off-balance sheet financial instruments and the related table.

CREDIT RISK

Huntington's exposure to credit risk is managed through the use of consistent underwriting standards that emphasize "in-market" lending to established borrowers. Highly leveraged transactions as well as excessive industry and other concentrations are avoided. The credit administration function also employs extensive monitoring procedures to ensure problem loans are promptly identified and that loans adhere to corporate policy. These procedures provide executive management with the information necessary to implement appropriate change and take corrective action as needed.

Huntington continues to compare favorably with its peers in terms of asset quality. Non-performing assets, consisting 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, totaled $95.1 million at March 31, 1998. Non-performing loans represented .47% of total loans and non-performing assets as a percentage of total loans and other real estate were only .54%, as of this same date. Loans past due ninety days or more but continuing to accrue interest, including consumer and residential real estate credits, were $65.0 million.

The allowance for loan losses (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 that are generally selected for review on the basis of size and relative risk, portfolio trends, current and historic loss experience, prevailing economic conditions, and other relevant factors. The reserve ratio increased to 1.46% at the recent quarter end versus 1.38% one year ago. At March 31, 1998, the ALL covered non-performing loans 3.1 times. When the ALL is combined with the allowance for other real estate owned, the reserves were 270% of total nonperforming assets.

CAPITAL

Huntington recognizes the importance of managing capital and continually strives to maintain an appropriate balance between capital adequacy and returns to shareholders. 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. Capital is managed at each subsidiary based upon the respective risks and growth opportunities, as well as regulatory requirements.

Huntington's ratio of average equity to average assets in the first three months of 1998 was 7.77%, compared with 7.31% in the same period last year. At March 31, 1998, Tier 1 and Total Risk-based Capital Ratios were 8.91% and 11.57%, respectively. Huntington's two bank subsidiaries also had regulatory capital ratios in excess of the levels established for "well-capitalized" institutions.

In March 1998, Huntington filed a registration statement with the Securities and Exchange Commission for the purpose of registering for sale up to

8.5 million shares of its common stock. Management continues to evaluate various capital management alternatives in connection with the pending branch acquisition, and is uncertain as to the ultimate size and timing of the common stock offering. Huntington is, however, committed to maintaining its long history of strong capital and expects, subject to market conditions and other developments, to issue a combination of trust preferred securities and subordinated notes on or before the closing of the acquisition.

The Board of Directors authorized Huntington, on February 21, 1996, to repurchase up to 12.1 million additional shares of its common stock (as adjusted for subsequent stock dividends) through open market purchases and privately negotiated transactions. The authorization represents a continuation of the common stock repurchase program begun in August 1987 and provides that the shares will be reserved for reissue in connection with Huntington's benefit plans as well as for other corporate purposes. The repurchase program is currently suspended but Huntington has approximately 2.6 million shares remaining under the authorization.

<TABLE>
<CAPTION>

CONSOLIDATED FINANCIAL HIGHLIGHTS

(in thousands, except per share amounts)

THREE MONTHS ENDED MARCH 31,	1998	1997	% Change
<S>	<C>	<C>	<C>
NET INCOME	$89,486	$77,179	15.9%
PER COMMON SHARE AMOUNTS (1)			
Net income			
Basic	$0.47	$0.41	14.6
Diluted	$0.46	$0.40	15.0
Cash dividends declared	$0.20	$0.18	11.1
AVERAGE COMMON SHARES OUTSTANDING (1)	192,161	189,082	1.6
KEY RATIOS			
Return on:			
Average total assets	1.38%	1.27%	8.7
Average shareholders' equity	17.73%	17.42%	1.8
Efficiency ratio	56.32%	56.64%	(0.6)
Average equity/average assets	7.77%	7.31%	6.3
Net interest margin	4.30%	4.39%	(2.1)

AT MARCH 31,	1998	1997	% Change
Total Loans	$17,748,389	$17,453,995	1.7%
Total Deposits	$17,700,544	$16,976,046	4.3
Total Assets	$26,808,479	$25,167,739	6.5
Shareholders' Equity	$ 2,074,094	$ 1,848,145	12.2
Period-End Shares Outstanding (1)	192,319	191,584	0.4
Shareholders' Equity Per Common Share (1)	$10.78	$9.65	11.7
Regulatory Capital Data:			
Total Risk-Adjusted Assets	$22,553,563	$20,547,936	9.8
Tier 1 Risk-Based Capital Ratio	8.91%	9.04%	(1.4)
Total Risk-Based Capital Ratio	11.57%	12.18%	(5.0)
Tier 1 Leverage Ratio	7.72%	7.62%	1.3

</TABLE>

(1) Adjusted for stock splits and stock dividends, as applicable.

FINANCIAL REVIEW

INVESTMENT SECURITIES - AMORTIZED COST & FAIR VALUES BY MATURITY AT MARCH 31, 1998 AND DECEMBER 31, 1997

(in thousands of dollars)	MARCH 31, 1998		December 31, 1997	
	AMORTIZED COST	FAIR VALUE	Amortized Cost	Fair Value
U.S. Treasury and Federal Agencies				
1-5 years.........................	$ 656	$ 656	$ 656	$ 656
Total.........................	656	656	656	656
States and political subdivisions				
Under 1 year......................	6,818	6,795	6,311	6,310
1-5 years.........................	12,561	12,655	13,592	13,719
6-10 years........................	8,880	9,040	9,605	9,788
Over 10 years.....................	2,716	2,766	2,846	2,910
Total.........................	30,975	31,256	32,354	32,727
Total Investment Securities...........	$31,631	$31,912	$33,010	$33,383

FINANCIAL REVIEW

SECURITIES AVAILABLE FOR SALE - AMORTIZED COST & FAIR VALUES BY MATURITY AT MARCH 31, 1998 AND DECEMBER 31, 1997

(in thousands of dollars)	MARCH 31, 1998		December 31, 1997	
	AMORTIZED COST	FAIR VALUE	Amortized Cost	Fair Value
U.S. Treasury				
Under 1 year................................	$ 701	$ 706	$ 1,001	$ 1,012
1-5 years..................................	305,370	306,419	409,364	407,936
6-10 years.................................	749,542	746,054	320,497	320,726

Total	1,055,613	1,053,179	730,862	729,674
Federal agencies				
Mortgage-backed securities				
Under 1 year	903	902	2,223	2,216
1-5 years	273,230	272,911	169,877	170,177
6-10 years	218,440	218,173	497,496	494,016
Over 10 years	794,371	798,102	698,906	705,031
Total	1,286,944	1,290,088	1,368,502	1,371,440
Other agencies				
Under 1 year	991	994	984	992
1-5 years	1,827,588	1,830,565	1,590,592	1,594,409
6-10 years	833,746	837,532	787,682	792,359
Over 10 years	630,666	629,983	509,713	512,160
Total	3,292,991	3,299,074	2,888,971	2,899,920
Other				
Under 1 year	11,125	11,074	13,940	13,925
1-5 years	215,838	218,876	211,943	214,772
6-10 years	194,527	199,339	199,849	205,771
Over 10 years	263,294	265,698	210,688	213,183
Marketable equity securities	8,670	7,776	62,164	61,129
Total	693,454	702,763	698,584	708,780
Total Securities Available for Sale	$6,329,002	$6,345,104	$5,686,919	$5,709,814

</TABLE>

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FINANCIAL REVIEW

LOAN LOSS EXPERIENCE

(in thousands of dollars)

	1998	1997		
	I Q	IV Q	III Q	II

ALLOWANCE FOR LOAN LOSSES, BEGINNING OF PERIOD	$258,171	$257,883	$247,867	$241,647	$230,778
Allowance of assets acquired/other	--	1,600	--	149	6,028
Loan losses	(27,566)	(33,344)	(24,354)	(30,301)	(22,724)
Recoveries of loans previously charged off	5,476	5,797	6,019	5,541	5,185
Provision for loan losses	22,181	26,235	28,351	30,831	22,380
ALLOWANCE FOR LOAN LOSSES END OF PERIOD	$258,262	$258,171	$257,883	$247,867	$241,647
AS A % OF AVERAGE TOTAL LOANS					
Net loan losses--annualized	0.51%	0.61%	0.41%	0.56%	0.42%
Provision for loan losses--annualized	0.51%	0.59%	0.63%	0.70%	0.53%
Allowance for loan losses as a % of total loans	1.46%	1.46%	1.46%	1.39%	1.38%
Net loan loss coverage (1)	6.96x	5.79x	5.91x	6.41x	8.01x

(1) Income before taxes and the provision for loan losses to net loan losses.

NON-PERFORMING ASSETS AND PAST DUE LOANS
(Quarter-End)

(in thousands of dollars)	1998 I Q	1997 IV Q	III Q	II Q	I Q
Non-accrual loans	$79,888	$65,981	$72,385	$61,105	$64,764
Renegotiated loans	3,173	5,822	6,069	4,449	4,490
TOTAL NON-PERFORMING LOANS	83,061	71,803	78,454	65,554	69,254
Other real estate, net	12,005	15,343	13,762	14,434	20,300
TOTAL NON-PERFORMING ASSETS	$95,066	$87,146	$92,216	$79,988	$89,554
NON-PERFORMING LOANS AS A % OF TOTAL LOANS	0.47%	0.40%	0.44%	0.37%	0.40%
NON-PERFORMING ASSETS AS A % OF TOTAL LOANS AND OTHER REAL ESTATE	0.54%	0.49%	0.52%	0.45%	0.51%
ALLOWANCE FOR LOAN LOSES AS A % OF NON-PERFORMING LOANS	310.93%	359.55%	328.71%	378.11%	348.93%
ALLOWANCE FOR LOAN LOSSES AND OTHER REAL ESTATE AS A % OF NON-PERFORMING ASSETS	270.07%	294.32%	277.31%	306.51%	266.89%

ACCRUING LOANS PAST DUE 90 DAYS OR MORE	$64,959	$49,608	$43,120	$40,967	$42,023
	=======	=======	=======	=======	=======

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CONSOLIDATED AVERAGE BALANCES AND INTEREST RATES (QUARTERLY DATA)

Fully Tax Equivalent Basis (1) (in millions of dollars)	1ST QUARTER 1998 AVERAGE BALANCE	1ST QUARTER 1998 YIELD/ RATE	4th Quarter 1997 Average Balance	4th Quarter 1997 Yield/ Rate
ASSETS				
Interest bearing deposits in banks	$ 9	5.35%	$ 5	5.37%
Trading account securities	8	5.48	12	5.89
Federal funds sold and securities purchased under resale agreements	21	6.57	20	5.48
Mortgages held for sale	219	7.24	177	8.27
Securities:				
Taxable	5,906	6.35	5,308	6.37
Tax exempt	237	9.23	246	9.39
Total Securities	6,143	6.46	5,554	6.51
Loans:				
Commercial	5,306	8.58	5,312	8.55
Real Estate				
Construction	823	8.85	875	8.93
Mortgage	3,520	8.65	3,639	8.65
Consumer				
Loans	6,428	9.40	6,441	9.22
Leases	1,564	7.13	1,521	7.43
Total Consumer loans	7,992	8.96	7,962	8.88
Total Loans	17,641	8.78	17,788	8.74
Allowance for loan losses/loan fees	265		268	
Net loans	17,376	9.20	17,520	9.14
Total earning assets	24,041	8.48%	23,556	8.51%

Cash and due from banks	917		951	
All other assets	1,637		1,190	
TOTAL ASSETS	$26,330		$25,429	
LIABILITIES AND SHAREHOLDERS' EQUITY				
Core deposits				
Non-interest bearing deposits	$ 2,979		$ 2,954	
Interest bearing demand deposits	3,250	2.68%	3,257	2.61%
Savings deposits	3,028	3.44	3,017	3.40
Other domestic time deposits	6,093	5.64	6,089	5.66
Total core deposits	15,350	4.32	15,317	4.31
Certificates of deposit of $100,000 or more	1,935	5.78	2,004	5.79
Foreign time deposits	198	5.85	248	5.91
Total deposits	17,483	4.54	17,569	4.54
Short-term borrowings	3,050	5.22	2,442	5.11
Medium-term notes	2,520	5.79	2,171	5.83
Subordinated notes and other long-term debt, including capital securities	691	5.85	704	6.23
Interest bearing liabilities	20,765	4.83%	19,932	4.81%
All other liabilities	539		570	
Shareholders' equity	2,047		1,973	
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	$26,330		$25,429	
Net interest rate spread		3.65%		3.70%
Impact of non-interest bearing funds on margin		0.65%		0.74%
NET INTEREST MARGIN		4.30%		4.44%

</TABLE>

(1) Fully tax equivalent yields are calculated assuming a 35% tax rate.

<TABLE>
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CONSOLIDATED AVERAGE BALANCES AND INTEREST RATES (QUARTERLY DATA)

3rd Quarter 1997 2nd Quarter 1997 1st Quarter 1997

Average Balance	Yield/ Rate	Average Balance	Yield/ Rate	Average Balance	Yield/ Rate
$ 17	5.51%	$ 2	5.68%	$ 1	6.74%
8	5.90	11	5.67	8	5.29
75	5.50	39	5.71	41	5.52
146	7.30	115	7.63	87	7.71
5,241	6.36	5,422	6.36	5,433	6.35
255	9.10	275	9.05	283	9.18
5,496	6.49	5,697	6.50	5,716	6.49
5,264	8.65	5,405	8.65	5,221	8.60
862	9.10	788	9.17	728	9.05
3,865	8.72	3,845	8.74	3,695	8.66
6,366	9.15	6,242	9.24	6,144	8.88
1,465	7.53	1,382	7.63	1,252	7.84
7,831	8.85	7,624	8.95	7,396	8.70
17,822	8.77	17,662	8.82	17,040	8.68
254		250		240	
17,568	9.18	17,412	9.32	16,800	9.10
23,564	8.52%	23,526	8.62%	22,893	8.43%
905		920		884	
1,132		1,042		1,046	
$25,347		$25,238		$24,583	
$ 2,775		$ 2,739		$ 2,623	
3,193	2.78%	3,239	2.55%	3,161	2.60%
3,048	3.19	3,121	3.34	3,006	3.21
5,995	5.65	5,809	5.61	5,525	5.60
15,011	4.29	14,908	4.21	14,315	4.17
2,085	5.76	1,940	5.68	1,652	5.52
379	5.83	501	5.79	401	5.73
17,475	4.54	17,349	4.46	16,368	4.38
2,822	5.25	3,154	5.19	3,639	5.10
1,785	5.91	1,621	5.96	1,612	5.87
793	6.23	777	6.42	684	6.16
20,100	4.83%	20,162	4.77%	19,680	4.70%
528		481		483	
1,944		1,856		1,797	
$25,347		$25,238		$24,583	
	3.69%		3.85%		3.73%
	0.72%		0.69%		0.66%
	4.41%		4.54%		4.39%

<TABLE>
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SELECTED QUARTERLY INCOME STATEMENT DATA

(in thousands of dollars, except per share amounts)	1998 I Q	1997 IV Q	1997 III Q	1997 II Q	1997 I Q
<S>	<C>	<C>	<C>	<C>	<C>
TOTAL INTEREST INCOME	$502,480	$499,760	$502,821	$503,018	$475,874
TOTAL INTEREST EXPENSE	247,632	240,197	245,663	240,060	228,323
NET INTEREST INCOME	254,848	259,563	257,158	262,958	247,551
Provision for loan losses	22,181	26,235	28,351	30,831	22,380
NET INTEREST INCOME AFTER PROVISION FOR LOAN LOSSES	232,667	233,328	228,807	232,127	225,171
Service charges on deposit accounts	30,837	31,035	30,382	28,841	27,594
Mortgage banking	14,157	15,889	20,672	10,157	8,997
Trust services	12,583	12,019	12,124	11,815	12,145
Brokerage and insurance income	8,285	6,131	7,615	6,254	7,084
Electronic banking fees	5,731	6,153	5,947	6,192	4,364
Credit card fees	4,859	6,583	5,073	4,522	4,195
Securities gains	3,089	1,034	1,243	3,604	2,098
Other	17,226	9,666	13,041	10,116	10,254
TOTAL NON-INTEREST INCOME	96,767	88,510	96,097	81,501	76,731
Personnel and related costs	104,712	97,224	101,323	97,000	97,241
Outside data processing and other services	16,586	16,745	14,450	14,351	12,567
Equipment	15,149	16,004	14,504	14,172	13,188
Net occupancy	13,439	11,756	12,772	11,650	13,332
Marketing	6,932	8,187	7,845	7,785	8,965
Telecommunications	6,023	5,636	5,642	5,283	4,967
Legal and other professional services	5,788	8,318	6,095	5,089	5,429
Printing and supplies	5,761	6,240	5,383	5,034	4,927
Franchise and other taxes	5,500	4,576	4,685	5,335	5,240
Amortization of intangible assets	3,393	3,285	3,382	3,406	2,946
Special charges	--	--	47,163	--	--
Other	14,507	10,561	21,666	16,700	15,059
TOTAL NON-INTEREST EXPENSE	197,790	188,532	244,910	185,805	183,861
Income Before Income Taxes	131,644	133,306	79,994	127,823	118,041
Provision for income taxes	42,158	42,657	38,762	44,220	

					40,862
NET INCOME	$ 89,486	$ 90,649	$ 41,232	$83,603	$ 77,179
PER COMMON SHARE (1)					
Net income					
Basic	$0.47	$0.47	$0.22	$0.44	$0.41
Diluted	$0.46	$0.47	$0.21	$0.43	$0.40
Cash Dividends Declared	$0.20	$0.20	$0.20	$0.18	$0.18
FULLY TAX EQUIVALENT MARGIN:					
Net Interest Income	$254,848	$259,563	$257,158	$262,958	$247,551
Tax Equivalent Adjustment (2)	2,655	2,754	3,115	2,948	3,047
Tax Equivalent Net Interest Income	$257,503	$262,317	$260,273	$265,906	$250,598

</TABLE>

(1) Adjusted for stock splits and stock dividends, as applicable.
(2) Calculated assuming a 35% tax rate.

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: May 15, 1998

/s/ RALPH K. FRASIER
Ralph K. Frasier
General Counsel and Secretary

Date: May 15, 1998

/s/ GERALD R. WILLIAMS
Gerald R. Williams
Executive Vice President and
Chief Financial Officer
(principal accounting officer)

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

3. (i)(a) Articles of Restatement of Charter, Articles of Amendment to Articles of Restatement of Charter, and Articles Supplementary -- previously filed as Exhibit 3(i) to Annual Report on Form 10-K for the year ended December 31, 1993, and incorporated herein by reference.

   (i)(b) Articles of Amendment to Articles of Restatement of Charter -- previously filed as Exhibit 3(i)(b) to Quarterly Report on Form 10-Q for the quarter ended March 31, 1996, and incorporated herein by reference.

   (i)(c) Articles of Amendment to Articles of Restatement of Charter.

   (ii) Bylaws -- previously filed as Exhibit 2(ii) to Annual Report on Form 10-K for the year ended December 31, 1997, and incorporated herein by reference.

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. 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.

27. Financial Data Schedule

(b) Reports on Form 8-K

1. A report on Form 8-K, dated January 14, 1998, was filed under report item numbers 5 and 7, concerning Huntington's results of operations for the fourth quarter and year ended December 31, 1997.

2. A report on Form 8-K, dated March 11, 1998, was filed under report item number 5 concerning the retirement of Zuheir Sofia, President, Chief Operating Officer, and Treasurer, and certain post-retirement matters.

Exhibit 3(i)(c)

HUNTINGTON BANCSHARES INCORPORATED

ARTICLES OF AMENDMENT
TO ARTICLES OF RESTATEMENT OF CHARTER

Huntington Bancshares Incorporated, a Maryland corporation having its principal office in Baltimore City, Maryland (the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of the State of Maryland that:

FIRST: ARTICLE FIFTH of the Charter of the Corporation is hereby amended by striking out the first paragraph of ARTICLE FIFTH, and inserting in lieu thereof the following:

> "FIFTH: (a) The total number of shares of all classes of stock which the Corporation shall have the authority to issue is 506,617,808 shares, of which 500,000,000 shares shall be Common Stock, without par value, and 6,617,808 shares shall be Serial Preferred Stock, without par value."

SECOND: The Board of Directors of the Corporation, by resolutions adopted at a meeting duly convened and held on January 21, 1998, advised the foregoing amendment and directed that it be submitted for consideration at a meeting of the stockholders entitled to vote thereon.

THIRD: Notice, calling a meeting of the stockholders of the Corporation, describing the foregoing amendment and stating that a purpose of the meeting of the stockholders would be to take action thereon, was given as required by law to all stockholders entitled to vote thereon or to receive notice thereof. The foregoing amendment was approved by the stockholders of the Corporation at a meeting held on April 23, 1998, by the requisite vote under the Charter of the Corporation and the laws of the State of Maryland.

FOURTH: The amendment of the Charter of the Corporation, as set forth above, has been duly advised by the Board of Directors and approved by the stockholders of the Corporation.

FIFTH: (a) The total number of shares of all classes of stock which the Corporation was heretofore authorized to issue was 306,617,808 shares, of which 300,000,000 shares were Common Stock, without par value, and 6,617,808 shares were Serial Preferred Stock, without par value. The total number of shares of all classes of stock which the Corporation is authorized to issue is increased by this amendment to 506,617,808 shares, of which 500,000,000 shares are Common Stock, without par value, and 6,617,808 shares are Serial Preferred Stock, without par value.

(b) The description of each class of stock which the Corporation is authorized to issue has not been changed by this amendment.

IN WITNESS WHEREOF, Huntington Bancshares Incorporated has caused these presents to be signed in its name and on its behalf by its President and Secretary, and its corporate seal to be affixed hereto on April 24, 1998.

HUNTINGTON BANCSHARES INCORPORATED

/s/ ZUHEIR SOFIA

By: Zuheir Sofia, President

ATTEST:

/s/ RALPH K. FRASIER [SEAL]

- ------------------------------------
Ralph K. Frasier, Secretary

CERTIFICATE OF PRESIDENT

The undersigned, Zuheir Sofia, President of Huntington Bancshares Incorporated, having executed the foregoing Articles of Amendment for and on behalf of the Corporation, hereby acknowledges the Articles of Amendment to be the corporate act of the Corporation and further certifies under penalty of perjury that, to the best of his knowledge, information, and belief, the matters and facts set forth herein with respect to approval hereof are true in all material respects.

/s/ ZUHEIR SOFIA

Zuheir Sofia

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THE SCHEDULE CONTAINS SUMMARY FINANCIAL INFORMATION EXTRACTED FROM HUNTINGTON BANCSHARES INCORPORATED'S QUARTERLY REPORT ON FORM 10Q FOR THE QUARTER ENDED MARCH 31, 1998, AND IS QUALIFIED IN ITS ENTIRETY BY REFERENCE TO SUCH FINANCIAL STATEMENTS. ALSO PRESENTED ARE RESTATED SCHEDULES PURSUANT TO FAS NO. 128, "EARNINGS PER SHARE."
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<PERIOD-END>	SEP-30-1996	JUN-30-1996	MAR-31-1996
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