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, 1999

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 229,757,210 shares of Registrant's without par value common stock outstanding on October 31, 1999.

PART I. FINANCIAL INFORMATION

1. FINANCIAL STATEMENTS (UNAUDITED)

<TABLE>
CONSOLIDATED BALANCE SHEETS

<CAPTION>

(in thousands of dollars)	SEPTEMBER 30, 1999	December 31, 1998	September 30, 1998
<S>	<C>	<C>	<C>
ASSETS			
Cash and due from banks	$ 972,164	$ 1,215,814	$ 1,143,684
Interest bearing deposits in banks	7,325	102,564	2,776
Trading account securities	3,964	3,839	13,039
Federal funds sold and securities purchased under resale agreements	10,310	135,764	14,641
Loans held for sale	681,505	466,664	300,076
Securities available for sale - at fair value	5,086,596	4,781,415	4,536,798
Investment securities - fair value $20,129; $25,044; and $27,443, respectively	20,110	24,934	26,937
Total loans (1)	20,009,020	19,454,551	19,137,552
Less allowance for loan losses	295,612	290,948	286,122
Net loans	19,713,408	19,163,603	18,851,430

Bank owned life insurance	756,008	727,837	620,614
Premises and equipment	434,584	447,038	526,454
Customers' acceptance liability	24,684	22,591	18,027
Accrued income and other assets	1,263,964	1,204,273	1,300,620
TOTAL ASSETS	$28,974,622	$28,296,336	$27,355,096
LIABILITIES AND SHAREHOLDERS' EQUITY			
Total deposits (1)	$19,241,808	$19,722,772	$19,246,735
Short-term borrowings	2,501,862	2,216,644	1,782,208
Bank acceptances outstanding	24,684	22,591	18,027
Medium-term notes	3,424,150	2,539,900	2,524,900
Subordinated notes and other long-term debt	700,597	707,359	731,779
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	622,356	638,275	533,398
Total Liabilities	26,815,457	26,147,541	25,137,047
Shareholders' equity			
Preferred stock - authorized 6,617,808 shares; none issued or outstanding			
Common stock - without par value; authorized 500,000,000 shares; issued 233,844,900, 212,596,344, and 212,596,344 shares, respectively; outstanding 229,807,644, 210,746,337, and 211,476,187 shares, respectively	2,285,494	2,137,915	2,139,742
Treasury stock	(112,229)	(49,271)	(28,765)
Accumulated other comprehensive income	(73,746)	24,693	60,675
Retained earnings	59,646	35,458	46,397
Total Shareholders' Equity	2,159,165	2,148,795	2,218,049
Total Liabilities and Shareholders' Equity	$28,974,622	$28,296,336	$27,355,096

</TABLE>

(1) See page 12 for detail of total loans and total deposits.

See notes to unaudited consolidated financial statements.

<TABLE>
CONSOLIDATED STATEMENTS OF INCOME

<CAPTION>

(in thousands of dollars, except per share amounts)	THREE MONTHS ENDED SEPTEMBER 30,		NINE MONTHS ENDED SEPTEMBER 30,	
	1999	1998	1999	1998
<S>	<C>	<C>	<C>	<C>

Interest and fee income				
Loans	$434,159	$421,745	$1,259,791	$1,221,686
Securities	78,632	68,147	235,363	249,687
Other	3,503	15,329	15,332	27,596
TOTAL INTEREST INCOME	516,294	505,221	1,510,486	1,498,969
Interest expense				
Deposits	159,509	177,821	468,982	502,226
Short-term borrowings	26,700	17,152	87,703	75,317
Medium-term notes	46,575	42,163	120,682	129,839
Subordinated notes and other long-term debt	15,079	16,570	44,019	37,795
TOTAL INTEREST EXPENSE	247,863	253,706	721,386	745,177
NET INTEREST INCOME	268,431	251,515	789,100	753,792
Provision for loan losses	22,076	24,160	68,407	70,936
NET INTEREST INCOME AFTER PROVISION FOR LOAN LOSSES	246,355	227,355	720,693	682,856
Total non-interest income (1)	115,654	114,641	342,802	329,716
Total non-interest expense (1)	206,189	211,877	610,433	614,997
INCOME BEFORE INCOME TAXES	155,820	130,119	453,062	397,575
Provision for income taxes	50,233	41,364	145,928	127,025
NET INCOME	$105,587	$ 88,755	$ 307,134	$ 270,550
PER COMMON SHARE (2)				
Net income				
Basic	$ 0.46	$ 0.38	$ 1.33	$ 1.16
Diluted	$ 0.46	$ 0.38	$ 1.32	$ 1.15
Cash dividends declared	$ 0.20	$ 0.18	$ 0.56	$ 0.50
AVERAGE COMMON SHARES (2)				
Basic	230,133	232,886	230,851	232,721
Diluted	232,015	234,845	232,853	235,060

</TABLE>

(1) See page 13 for detail of non-interest income and non-interest expense.
(2) Adjusted for stock dividends and stock splits, as applicable.

See notes to unaudited consolidated financial statements.

<TABLE>

CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

<CAPTION>

(IN THOUSANDS, EXCEPT PER SHARE AMOUNTS)	COMMON SHARES	COMMON STOCK	TREASURY SHARES	TREASURY STOCK	ACCUMULATED OTHER COMPREHENSIVE INCOME	RETAINED EARNINGS	TOTAL
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
Nine Months Ended September 30, 1998:							
Balance, beginning of period	193,279	$1,933,003	(1,543)	($36,791)	$14,800	$114,379	$2,025,391
Comprehensive Income:							
Net income						270,550	270,550
Unrealized net holding gains on securities available for sale arising during the period					45,875		45,875
Total comprehensive income							316,425

Cash dividends declared						(119,289)	(119,289)
Stock issued for acquisition		(3,815)	160	3,883			68
Stock options exercised		(8,521)	642	12,151			3,630
10% stock dividend	19,317	218,871	(83)			(219,243)	(372)
Treasury shares purchased			(315)	(8,487)			(8,487)
Treasury shares sold to employee benefit plans		204	19	479			683
Balance, end of period	212,596	$2,139,742	(1,120)	($28,765)	$60,675	$46,397	$2,218,049
NINE MONTHS ENDED SEPTEMBER 30, 1999							
BALANCE, BEGINNING OF PERIOD	212,596	$2,137,915	(1,850)	($49,271)	$24,693	$35,458	$2,148,795
COMPREHENSIVE INCOME:							
NET INCOME						307,134	307,134
UNREALIZED NET HOLDING LOSSES ON SECURITIES AVAILABLE FOR SALE ARISING DURING THE PERIOD					(98,439)		(98,439)
TOTAL COMPREHENSIVE INCOME							208,695
CASH DIVIDENDS DECLARED						(130,011)	(130,011)
STOCK OPTIONS EXERCISED		(5,005)	294	8,193			3,188
10% STOCK DIVIDEND	21,249	152,584	(304)			(152,935)	(351)
TREASURY SHARES PURCHASED			(2,201)	(71,860)			(71,860)
TREASURY SHARES SOLD TO EMPLOYEE BENEFIT PLANS			24	709			709
BALANCE, END OF PERIOD	233,845	$2,285,494	(4,037)	($112,229)	($73,746)	$59,646	$2,159,165

</TABLE>

See notes to unaudited consolidated financial statements.

<TABLE>

CONSOLIDATED STATEMENTS OF CASH FLOWS

<CAPTION>

(in thousands of dollars)	NINE MONTHS ENDED SEPTEMBER 30, 1999	1998
<S>	<C>	<C>
OPERATING ACTIVITIES		
Net Income	$ 307,134	$ 270,550
Adjustments to reconcile net income to net cash provided by operating activities		
Provision for loan losses	68,407	70,936
Provision for depreciation and amortization	85,691	57,887
Deferred income tax expense	42,854	30,201
Increase in trading account securities	(125)	(5,957)
Decrease (increase) in mortgage loans held for sale	328,262	(107,128)
Net gains on sales of securities	(5,067)	(28,020)
Net gains on sales of loans	--	(9,857)
(Increase) decrease in accrued income receivable	(30,331)	28,041
Net increase in other assets	(110,193)	(91,078)
Increase (decrease) in accrued expenses	17,082	(32,225)
Net decrease in other liabilities	(9,854)	(33,509)

NET CASH PROVIDED BY OPERATING ACTIVITIES	693,860	149,841
INVESTING ACTIVITIES		
Decrease in interest bearing deposits in banks	95,239	36,842
Proceeds from :		
Maturities and calls of investment securities	4,796	5,999
Maturities and calls of securities available for sale	570,841	932,590
Sales of securities available for sale	1,660,969	3,422,023
Purchases of securities available for sale	(2,686,470)	(2,959,346)
Proceeds from sales of loans	--	132,712
Net loan originations, excluding sales	(1,168,814)	(156,227)
Proceeds from disposal of premises and equipment	14,410	809
Purchases of premises and equipment	(52,801)	(105,518)
Proceeds from sales of other real estate	11,180	9,452
Purchase of Bank Owned Life Insurance	--	(200,000)
Net cash received in purchase acquisitions	--	344,046
NET CASH (USED FOR) PROVIDED BY INVESTING ACTIVITIES	(1,550,650)	1,463,382
FINANCING ACTIVITIES		
Decrease in total deposits	(480,924)	(1,154,770)
Increase (decrease) in short-term borrowings	285,218	(1,359,463)
Proceeds from issuance of long-term debt	--	300,000
Payment of long-term debt	(7,000)	(65,538)
Proceeds from issuance of medium-term notes	2,082,000	1,020,000
Payment of medium-term notes	(1,197,750)	(827,250)
Proceeds from issuance of capital securities	--	100,000
Dividends paid on common stock	(125,895)	(115,272)
Repurchase of common stock	(71,860)	(8,487)
Proceeds from issuance of common stock	3,897	4,313
NET CASH PROVIDED BY (USED FOR) FINANCING ACTIVITIES	487,686	(2,106,467)
CHANGE IN CASH AND CASH EQUIVALENTS	(369,104)	(493,244)
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD	1,351,578	1,651,569
CASH AND CASH EQUIVALENTS AT END OF PERIOD	$ 982,474	$ 1,158,325

</TABLE>

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's 1998 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 1999 presentation. These reclassifications had no effect on net income.

C. 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 (in thousands):

<TABLE>
<CAPTION>

	THREE MONTHS ENDED SEPTEMBER 30		NINE MONTHS ENDED SEPTEMBER 30	
	1999	1998	1999	1998
<S>	<C>	<C>	<C>	<C>
Unrealized holding gains (losses)				

Arising during the period:				
Unrealized net (losses) gains	$(27,576)	$ 80,688	$(147,391)	$ 98,984
Related tax benefit (expense)	9,744	(28,489)	52,245	(34,896)
Net	(17,832)	52,199	(95,146)	64,088
Reclassification adjustment For net gains realized during the period				
Realized net gains	(537)	(10,615)	(5,067)	(28,020)
Related tax expense	188	3,715	1,774	9,807
Net	(349)	(6,900)	(3,293)	(18,213)
Total Other Comprehensive Income	$(18,181)	$ 45,299	$ (98,439)	$ 45,875

</TABLE>

D. NEW ACCOUNTING PRONOUNCEMENTS

In September 1998, the FASB issued Statement No. 133, "Accounting for Derivative Instruments and Hedging Activities". This Statement (as amended by Statement No. 137) establishes accounting and reporting standards requiring that every derivative instrument be recorded in the balance sheet as either an asset or liability measured at its fair value. The Statement requires that changes in the derivative's fair value be recognized currently in earnings unless specific hedge accounting criteria are met. Special accounting for qualifying hedges allows gains and losses from derivatives to offset related results on the hedged item in the income statement, and requires that a company must formally document, designate, and assess the effectiveness of transactions for which hedge accounting is applied.

Statement No. 133, as amended, is effective for fiscal years beginning after September 15, 2000. It may be implemented earlier provided adoption occurs as of the beginning of any fiscal quarter after issuance. The Statement cannot be applied retroactively. Huntington expects to adopt Statement No. 133, as amended, in the first quarter of 2001. Based on information available, the impact of adoption is not expected to be material to the Consolidated Financial Statements.

E. TRUST PREFERRED SECURITIES

In January 1997, Huntington Capital I ("the Trust"), a Delaware statutory business trust owned by Huntington, issued $200 million of company obligated mandatorily redeemable capital securities. The proceeds from the issuance of the capital securities ($200 million) and common securities ($6.2 million) were used by the Trust to purchase from Huntington $206.2 million of Floating Rate Junior Subordinated Debentures.

In September 1998, an additional $100 million of company obligated mandatorily redeemable capital securities were issued by Huntington Capital II ("the Series B Trust"), a statutory business trust also owned by Huntington. The proceeds, including $3.1 million of common securities purchased by Huntington, were used by the Series B Trust to purchase from Huntington $103.1 million of Series B Floating Rate Junior Subordinated Debentures.

The subordinated debentures are the sole assets of each trust and Huntington owns all of the common securities of the trusts. Interest payments made on the capital securities are reported as a component of interest expense on long-term debt. The capital securities bear interest and mature as follows:

<TABLE>
<CAPTION>

<S>	Variable Interest Rate <C>	Maturity Date <C>
Huntington Capital I	LIBOR + .70%	February 1, 2027
Huntington Capital II	LIBOR + .625%	September 15, 2028

</TABLE>

The net proceeds received by Huntington from the sale of the capital securities were used for general corporate purposes.

F. SPECIAL CHARGE

In October 1998, Huntington announced several initiatives to strengthen its financial performance. These initiatives included the realignment of the banking network; the exit of underperforming product lines and delivery channels; the reduction of 1,000 work force positions, or approximately 10% of the total employee base; and other cost savings measures. As a result of the above initiatives, Huntington incurred a special charge of $90 million in the fourth quarter of 1998. Refer to Note 2 in the Notes to the Consolidated Financial Statements appearing in Huntington's 1998 Annual Report on Form 10-K for further information.

The table below summarizes the major components of the special charge, as well as the related amounts applied against the reserve through September 30, 1999. Huntington expects that the remaining reserve of $21 million, which represents estimated future cash outlays, will be substantially utilized by the end of 1999.

<TABLE>
<CAPTION>

(in millions of dollars)	EMPLOYEE COSTS	OPERATIONS EQUIPMENT	RETAIL BANK OFFICES	EXIT COSTS	TOTAL
<S>	<C>	<C>	<C>	<C>	<C>
Special Charge	$26	$ 12	$20	$32	$ 90
Utilization:					
Cash	(8)	--	--	(7)	(15)
Non-cash	--	(12)	(5)	(4)	(21)
Balance as of December 31, 1998	18	--	15	21	54
Utilization	(4)	--	(4)	(5)	(13)
Balance as of March 31, 1999	14	--	11	16	41
Utilization	(2)	--	(1)	(7)	(10)
Balance as of June 30, 1999	12	--	10	9	31
Utilization	(5)	--	--	(5)	(10)
Balance as of September 30, 1999	$ 7	$ --	$10	$ 4	$ 21

</TABLE>

G. 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 and the conversion impact of convertible equity instruments.

The calculation of basic and diluted earnings per share for each of the periods ended September 30, is as follows (in thousands, except per share amounts):

<TABLE>
<CAPTION>

	THREE MONTHS ENDED SEPTEMBER 30		NINE MONTHS ENDED SEPTEMBER 30	
	1999	1998	1999	1998
<S>	<C>	<C>	<C>	<C>
Net Income	$105,587	$ 88,755	$307,134	$270,550
Average common shares outstanding	230,133	232,886	230,851	232,721
Dilutive effect of stock options	1,882	1,959	2,002	2,339
Diluted common shares outstanding	232,015	234,845	232,853	235,060
Earnings per share				
Basic	$ .46	$ .38	$ 1.33	$ 1.16
Diluted	$ .46	$ .38	$ 1.32	$ 1.15

</TABLE>

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

H. 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. Results are revised periodically to reflect enhancements to Huntington's profitability reporting system and changes in its organizational structure. For a detailed description of the individual segments, refer to Huntington's Management Discussion and Analysis.

H. LINES OF BUSINESS - CONTINUED

<TABLE>
<CAPTION>

THREE MONTHS ENDED SEPTEMBER 30, 1999

	Retail Banking	Corporate Banking	Dealer Sales	Private Financial Group	Treasury/ Other	Huntington Consolidated
<S>	<C>	<C>	<C>	<C>	<C>	<C>
INCOME STATEMENT (IN THOUSANDS OF DOLLARS)						
Net Interest Income (FTE)	$143,439	$66,035	$52,807	$ 6,955	$ 1,475	$270,711
Provision for Loan Losses	8,304	4,040	9,130	602	--	22,076
Non-Interest Income	70,471	17,927	1,107	11,798	14,351	115,654
Non-Interest Expense	133,388	31,350	12,224	10,239	18,988	206,189
Income Taxes and FTE Adjustment	23,971	16,138	10,822	2,629	(1,047)	52,513
Net Income	$ 48,247	$32,434	$21,738	$ 5,283	$(2,115)	$105,587
Depreciation & Amortization	$ 13,855	$ 2,119	$ 282	$ 354	$ 9,787	$ 26,397
OTHER FINANCIAL DATA (IN MILLIONS OF DOLLARS)						
Average Identifiable Assets	$ 6,981	$ 7,249	$ 6,291	$ 583	$ 7,697	$ 28,801
Average Total Deposits	16,792	1,007	64	537	799	19,199
Capital Expenditures	5	1	--	--	9	15

<CAPTION>

THREE MONTHS ENDED SEPTEMBER 30, 1998

	Retail Banking	Corporate Banking	Dealer Sales	Private Financial Group	Treasury/ Other	Huntington Consolidated
<S>	<C>	<C>	<C>	<C>	<C>	<C>
INCOME STATEMENT (IN THOUSANDS OF DOLLARS)						
Net Interest Income (FTE)	$139,710	$67,782	$41,130	$ 8,037	$(2,577)	$254,082
Provision for Loan Losses	5,924	7,743	10,296	197	--	24,160
Non-Interest Income	56,788	18,804	2,034	10,465	26,550	114,641
Non-Interest Expense	141,593	32,863	12,129	9,596	15,696	211,877
Income Taxes and FTE Adjustment	16,213	15,219	6,865	2,883	2,751	43,931
Net Income	$ 32,768	$30,761	$13,874	$ 5,826	$ 5,526	$ 88,755
Depreciation & Amortization	$ 12,153	$ 1,018	$ 54	$ 188	$ 9,552	$ 22,965
OTHER FINANCIAL DATA (IN MILLIONS OF DOLLARS)						
Average Identifiable Assets	$ 7,359	$ 6,893	$ 5,362	$ 633	$ 7,268	$ 27,515
Average Total Deposits	17,433	1,032	64	474	322	19,325
Capital Expenditures	19	2	--	--	19	40

</TABLE>

<TABLE>
<CAPTION>

NINE MONTHS ENDED SEPTEMBER 30, 1999

Private

	Retail Banking	Corporate Banking	Dealer Sales	Financial Group	Treasury/ Other	Huntington Consolidated
<S>	<C>	<C>	<C>	<C>	<C>	<C>
INCOME STATEMENT (IN THOUSANDS OF DOLLARS)						
Net Interest Income (FTE)	$416,536	$197,793	$144,799	$21,359	$15,787	$796,274
Provision for Loan Losses	26,270	11,285	29,845	1,007	--	68,407
Non-Interest Income	209,833	50,610	2,048	35,293	45,018	342,802
Non-Interest Expense	401,331	93,782	35,764	29,978	49,578	610,433
Income Taxes and FTE Adjustment	66,103	47,688	27,028	8,540	3,743	153,102
Net Income	$132,665	$ 95,648	$ 54,210	$17,127	$ 7,484	$307,134
Depreciation & Amortization	$ 46,816	$ 6,347	$ 840	$ 1,101	$30,587	$ 85,691
OTHER FINANCIAL DATA (IN MILLIONS OF DOLLARS)						
Average Identifiable Assets	$ 7,028	$ 7,240	$ 6,042	$ 588	$ 7,755	$ 28,653
Average Total Deposits	16,948	1,005	63	527	592	19,135
Capital Expenditures	13	3	--	--	37	53

<CAPTION>

NINE MONTHS ENDED SEPTEMBER 30, 1998

	Retail Banking	Corporate Banking	Dealer Sales	Private Financial Group	Treasury/ Other	Huntington Consolidated
<S>	<C>	<C>	<C>	<C>	<C>	<C>
INCOME STATEMENT (IN THOUSANDS OF DOLLARS)						
Net Interest Income (FTE)	$404,670	$189,565	$121,421	$23,762	$22,177	$761,595
Provision for Loan Losses	27,372	13,300	29,337	927	--	70,936
Non-Interest Income	170,402	52,896	5,409	31,157	69,852	329,716
Non-Interest Expense	404,917	102,248	37,012	29,138	41,682	614,997
Income Taxes and FTE Adjustment	47,441	42,164	20,096	8,258	16,869	134,828
Net Income	$ 95,342	$ 84,749	$ 40,385	$16,596	$33,478	$270,550
Depreciation & Amortization	$ 37,068	$ 3,980	$ 364	$ 775	$15,700	$ 57,887
OTHER FINANCIAL DATA (IN MILLIONS OF DOLLARS)						
Average Identifiable Assets	$ 7,026	$ 6,547	$ 5,178	$ 620	$ 7,272	$ 26,643
Average Total Deposits	16,012	978	62	471	571	18,094
Capital Expenditures	33	4	--	--	69	106

</TABLE>

<TABLE>

LOAN PORTFOLIO COMPOSITION

<CAPTION>

(in thousands of dollars)	SEPTEMBER 30, 1999	December 31, 1998	September 30, 1998
<S>	<C>	<C>	<C>
Commercial (1)	$ 6,103,070	$ 6,026,736	$ 5,894,899
Real Estate			
Construction	1,140,187	919,326	826,301
Commercial	2,178,699	2,231,786	2,254,991
Residential	1,434,353	1,408,289	1,478,354
Consumer			
Loans (1)	6,646,372	6,958,054	6,908,927
Leases	2,506,509	1,910,642	1,774,429

	20,009,190	19,454,833	19,137,901
Unearned income on loans	(170)	(282)	(349)
TOTAL LOANS	$ 20,009,020	$ 19,454,551	$ 19,137,552

<CAPTION>
DEPOSIT COMPOSITION

(in thousands of dollars)	SEPTEMBER 30, 1999	December 31, 1998	September 30, 1998
Demand deposits			
Non-interest bearing	$ 2,888,886	$ 3,129,199	$ 2,863,784
Interest bearing	4,549,729	4,642,147	4,244,527
Savings deposits	3,913,901	3,690,040	3,636,995
Other domestic time deposits	5,707,685	6,186,985	6,560,886
TOTAL CORE DEPOSITS	17,060,201	17,648,371	17,306,192
Certificates of deposit of $100,000 or more ..	1,695,764	1,699,261	1,825,802
Foreign time deposits	485,843	375,140	114,741
TOTAL DEPOSITS	$ 19,241,808	$ 19,722,772	$ 19,246,735

</TABLE>

(1) Balance at September 1999, excludes $25 million of business credit card and $518 million of consumer credit card receivables, respectively, classified as "held for sale".

<TABLE>
ANALYSIS OF NON-INTEREST INCOME

<CAPTION>

(in thousands of dollars)	THREE MONTHS ENDED SEPTEMBER 30, 1999	1998	PERCENT CHANGE	NINE MONTHS ENDED SEPTEMBER 30, 1999	1998	PERCENT CHANGE
Service charges on deposit accounts	$ 41,700	$ 32,493	28.3%	$113,541	$ 92,411	22.9%
Brokerage and insurance	14,620	10,057	45.4	38,703	26,862	44.1
Mortgage banking	14,282	15,270	(6.5)	47,464	44,618	6.4
Trust services	12,625	12,502	1.0	39,202	37,830	3.6
Electronic banking fees	9,771	7,897	23.7	27,219	21,165	28.6
Bank Owned Life Insurance income	9,390	8,098	16.0	28,170	20,614	36.7
Credit card fees	6,626	5,197	27.5	18,223	15,542	17.3
Other	6,103	12,512	(51.2)	25,213	42,654	(40.9)
TOTAL NON-INTEREST INCOME BEFORE SECURITIES GAINS ..	115,117	104,026	10.7	337,735	301,696	11.9
Securities gains	537	10,615	(94.9)	5,067	28,020	(81.9)
TOTAL NON-INTEREST INCOME	$115,654	$114,641	0.9%	$342,802	$329,716	

4.0%

<CAPTION>
ANALYSIS OF NON-INTEREST EXPENSE

(in thousands of dollars)	THREE MONTHS ENDED SEPTEMBER 30, 1999	1998	PERCENT CHANGE	NINE MONTHS ENDED SEPTEMBER 30, 1999	1998	PERCENT CHANGE
<S>	<C>	<C>	<C>	<C>	<C>	<C>
Personnel and related costs	$104,730	$111,744	(6.3)%	$319,247	$324,939	(1.8)%
Net occupancy	16,799	15,019	11.9	44,279	42,521	4.1
Equipment	16,059	15,001	7.1	48,505	45,838	5.8
Outside data processing and other services	15,929	17,550	(9.2)	47,244	53,880	(12.3)
Amortization of intangible assets	9,326	9,467	(1.5)	27,990	16,253	72.2
Marketing	8,722	8,762	(0.5)	21,922	24,009	(8.7)
Telecommunications	7,412	7,793	(4.9)	21,411	21,256	0.7
Printing and supplies	5,254	5,851	(10.2)	14,744	17,223	(14.4)
Legal and other professional services	4,754	5,291	(10.1)	15,301	17,313	(11.6)
Franchise and other taxes	3,598	5,523	(34.9)	11,966	16,549	(27.7)
Other	13,606	9,876	37.8	37,824	35,216	7.4
TOTAL NON-INTEREST EXPENSE	$206,189	$211,877	(2.7)%	$610,433	$614,997	(0.7)%

</TABLE>

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

OVERVIEW

Huntington Bancshares Incorporated (Huntington) is a multi-state bank 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 foreign offices in the Cayman Islands and Hong Kong.

In 1995, Congress passed the Private Securities Litigation Reform Act to encourage corporations to provide investors with information about 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. This Form 10-Q, including Management's Discussion and Analysis of Financial Condition and Results of Operations, contains forward-looking statements including certain plans, expectations, goals, and projections--including without limitation those relating to Huntington's Year 2000 readiness--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:

o changes in economic conditions and movements in interest rates;

o competitive pressures on product pricing and services;

o success and timing of business strategies and successful integration of acquired businesses;

o the nature, extent, and timing of governmental actions and reforms; and,

o risks of Year 2000 disruption and extended disruption of vital infrastructure.

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 1999 should be read in conjunction with the financial statements, notes and other information contained herein.

Huntington reported net income of $105.6 million for the third quarter of 1999 versus $88.8 million one year ago. In these same periods, diluted earnings per share increased 21.1%, from $.38 to $.46. For the first nine months of the year, net income was $307.1 million, compared with $270.6 million in the same period last year. Diluted earnings per share for the nine month periods was $1.32 and $1.15, respectively, an increase of 14.8%. Return on average assets (ROA) was 1.45% and 1.43% for the third quarter and first nine months of 1999, respectively, compared with 1.28% and 1.36% for the same periods a year ago. Return on average equity (ROE) increased to 19.07% in the recent quarter, versus 16.43% in the third quarter last year. On a year-to-date basis, ROE was 19.01% in 1999 and 17.27% in 1998.

Huntington's "cash basis" diluted earnings per share, which excludes the effect of goodwill and other intangible assets amortization, net of tax, rose to $.49 in the recent three months, compared with $.41 per share in last year's third quarter. Cash basis ROA and ROE, which are computed using cash basis earnings as a percentage of average tangible assets and average tangible equity were 1.59% and 29.54%, respectively. Under this same basis for the first nine months of 1999, ROA was 1.57% and ROE was 29.90%. Huntington's efficiency ratio for the quarter just ended was 51.02%, a 5.4 percentage point improvement from one year ago.

Total assets were $29.0 billion at September 30, 1999, compared with $27.4 billion twelve months ago. The increase was primarily the result of strong loan growth, particularly in the consumer area. Loans held for sale increased during the recent quarter due to the recently announced decision by Huntington to sell its retail and corporate credit card receivables. The sale closed in October 1999. Commercial loans, including non-residential real estate, were up approximately 6.3% versus the third quarter one year ago. In this same period, consumer loans grew nearly 10%, primarily in the areas of vehicle leasing and home equity lending.

On the funding side of the balance sheet, average core deposits were $17.1 billion in the recent quarter, representing a decline of 2% versus the same three months of 1998. Retail certificates of deposit drove the decrease as all other categories were up from last year. Huntington continued to raise short-term wholesale monies and issue unsecured medium-term notes as sources of additional funding.

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 to similar information published by other financial institutions. Below is a discussion of the business segment results, which can be found in the notes to the unaudited consolidated financial statements.

Retail Banking - Retail Banking net income was $48.2 million and $132.7 million for the third quarter and the first nine months of 1999, respectively. This represents a 47.2% and 39.1% increase, respectively, over 1998. Non-interest income for the recent quarter increased 24.1% over the same period a year ago with strength in service charges, brokerage and insurance income, and electronic banking income. Mortgage banking revenues were off 17.4% as higher market rates curtailed new production. Non-interest expenses were flat versus the comparable periods of 1998. This segment contributed 43% of Huntington's year-to-date 1999 net income and comprised 31% of its total loan portfolio.

Corporate Banking - Corporate Banking posted net income of $32.4 million for the third quarter, a 5.4% increase over 1998. For the first nine months, net income was $95.6 million versus $84.7 million one year ago. The larger increase year-to-date was the result of solid loan and deposit growth in the first half of the year. The recent quarter's performance was impacted by certain paydowns of significant larger credits. This segment contributed 31% of Huntington's third quarter earnings and represented 35% of the total loan portfolio.

Dealer Sales - Net income totaled $21.7 million and $54.2 million for the recent quarter and year-to-date periods, respectively, up 56.7% and 34.2% from one year ago. Increased vehicle leasing volumes pushed net interest income higher. Tighter expense control also helped to mitigate weakness in non-interest income. This business line totaled 21% of Huntington's net income in the recent three months and 30% of its outstanding loans.

Private Financial Group - The Private Financial Group achieved net income for the quarter just ended of $5.3 million, 9.3% lower than the year-ago quarter, and $17.1 million for the first nine months, an increase of 3.2% over the same period last year. Net interest income for the quarter declined 13.5% due to lower loan and deposit volumes. Non-interest income increased for the same period 12.7% primarily due to increases in service charges, trust revenue, and credit card income. This segment represented 5% of Huntington's third quarter 1999 operating results and 3% of total loans at September 30, 1999.

Treasury/Other - This segment reported a net loss of $2.1 million for the recent quarter and net income of $7.5 million for the nine months just ended. In comparing third quarter 1999 results to the same period last year, the primary difference was $10.6 million of securities gains in 1998 versus only $.5 million in this quarter. In terms of the nine month results, the lower securities gains and increased amortization of intangibles subsequent to the Florida branch acquisition in June 1998 drove net income down versus last year.

RESULTS OF OPERATIONS

NET INTEREST INCOME

Net interest income for the three and nine months ended September 30, 1999, was $268.4 million and $789.1 million, increases of 6.7% and 4.7%, respectively, when compared with the same periods last year. The increase in the recent quarter is primarily attributable to growth in earning assets, though the net interest margin did increase modestly to 4.22%, compared with 4.18% in 1998's third quarter. Higher earning assets also drove the year-to-date increase.

PROVISION FOR LOAN LOSSES

The provision for loan losses is the charge to earnings that management estimates to be necessary to maintain the allowance for loan losses at a level adequate to absorb inherent losses in the loan and lease portfolios. The provision for loan losses was $22.1 million in the third quarter of 1999, down from $24.2 million one year ago. On a year-to-date basis, the provision was $68.4 million, also down from $70.9 million in the first nine months of 1998. Annualized net charge-offs as a percentage of average total loans were .39% and .43% in the three and nine months just ended. Loan losses totaled .52% and .48% in the same periods last year.

NON-INTEREST INCOME

Excluding gains from securities transactions, non-interest income was $115.1 million for the recent three months and $337.7 million for the first nine months of the year. Substantial improvements were experienced in several fee-based activities. Brokerage and insurance income increased 45.4% in the quarter due to Huntington's growing network of licensed investment and insurance representatives, coupled with an advertising campaign promoting the company's proprietary annuity product. The 28.3% increase in service charges was the result of higher fee income from retail deposit accounts and growth in sales of cash management products targeted to small businesses. Electronic banking income was up 23.7% primarily due to the increasing popularity of Huntington's check card product, along with an expanded number of on-line

banking customers. Income from Bank Owned Life Insurance was $9.4 million and $28.2 million, respectively, in the three months and nine months ended September 30, 1999, compared with $8.1 million and $20.6 million for the same periods a year ago. Included within other non-interest income for the recent nine month period is $2.5 million of gains from the June 1998 sale of branch banking offices in Michigan. Included in this category last year is a gain of $9.5 million from the June 1998 sale of Huntington's out-of-market credit card portfolio.

Securities transactions netted gains of $.5 million in the quarter just ended and $5.1 million year-to-date. Huntington sold a portion of its common stock investment in Security First Technologies Corporation in the second quarter of 1999 at a gain of $23 million. Substantially offsetting this gain were losses from the sale of fixed-income investments as Huntington repositioned the portfolio to improve returns.

NON-INTEREST EXPENSE

Non-interest expense totaled $206.2 million in the third quarter, a decrease of 2.7% from one year ago. For the first nine months of 1999, non-interest expense totaled $610.4 million, a slight decrease from the same period in 1998. Adjusting for last year's Florida branch acquisition, which largely impacted only the second half of 1998, non-interest expense declined approximately 5.5%. Also adjusted for the purchase acquisition, personnel costs were down 6.3% and 5.5% for the recent three and nine month periods as Huntington has substantially completed its planned staffing reductions. Decreased costs for outside services, printing and supplies, telecommunications, and legal and other professional services were the result of ongoing corporate-wide efficiency initiatives. Increases in occupancy and equipment expenses were the result of banking office additions and other strategic spending, particularly in the state of Florida. Depreciation expense related to Huntington's new operations center in Columbus, Ohio, also contributed to the increase.

Huntington announced several strategic actions in 1998 that have directly impacted the current year's results, including the closing and/or sale of approximately 33 underperforming banking offices. Huntington closed 26 and sold 7 of these offices during the first nine months of 1999 with an additional 6 offices expected to be sold or closed prior to March 31, 2000. Huntington also exited certain business activities, as discussed in the 1998 Annual Report on Form 10-K.

YEAR 2000

The Year 2000 problem is the result of many existing computer programs using only the last two-digits, as opposed to four digits, to indicate the year. Such computer systems may be unable to recognize a year that begins with "20" instead of "19". If not corrected, many computer programs could cause systems to fail or other computer errors, leading to possible disruptions in operations or creation of erroneous results.

Huntington engaged an independent consultant to establish a Year 2000 Program Management Office (PMO). The PMO organized Huntington's Year 2000 project management activities beyond the technical information services group into all business units. The PMO helped create the methodology that is used in every business unit and also afforded a quality assurance process with respect to the actions taken to remedy the Year 2000 problem. A

multitude of internal personnel from various disciplines throughout the Huntington organization have been actively working on this project.

Huntington systems have been tested and adjusted for the Year 2000 date change. Today all Huntington systems are performing under stringent Year 2000 scenarios. Huntington met the Year 2000 readiness goals and timetables established by the Federal Financial Institutions Examination Council (FFIEC).

Huntington, in an enterprise-wide effort, has carefully adhered to its Year 2000 Plan (the Plan), which addresses all systems, software, hardware, and infrastructure components. In connection with implementation of the Plan, business processes were assessed and validated throughout the organization. The Plan identified and addressed "Mission Critical" and "Non-mission Critical" components for Information Technology (IT) systems, Non-information Technology (Non-IT) systems, and business processes. IT includes, for example, systems that service loan and deposit customers. Non-IT systems include, among other things, security systems, elevators, utilities, and voice/data communications. An application, system, or process is Mission Critical if it is vital to the successful continuance of a core business activity. Huntington has fully completed the Plan's goals for both IT and Non-IT systems, following a five phase approach recommended by federal bank regulators.

Beginning November 1, 1999, Huntington placed a freeze on all changes to major business processes and systems that will be in effect until March 1, 2000.

The purpose of this freeze is to further protect the organization from Year 2000 disruption caused by changes that have not been validated as Year 2000 ready being introduced to otherwise ready business processes and systems. A command center has been established to address any incidents that may occur and coordinate status reporting during this period. In addition, a call center committee has been formed to handle the expected customer inquires and ensure consistent communication is provided to all employees and customers. As part of Huntington's contingency planning, staffing in all areas of the organization is being coordinated through this command center to ensure adequate coverage in case of an incident. Event drills are taking place in early December to train employees to handle a sample failure scenario. While the company cannot predict what will happen, Huntington is addressing a `worst case' scenario (i.e., loss of power, loss of telecommunications, etc.) in its contingency planning.

Furthermore, Huntington has identified and performed "due diligence" on approximately 350 vendors, with a focus on twenty-one vendors considered "Mission Critical." Huntington has worked with each of these parties to test transactions and/or interfaces between its processors, obtained appropriate information from each party, and assessed each party's ability to be prepared for the Year 2000. Huntington depends on various third-party vendors, suppliers, and service providers. The activities undertaken by these third parties can vary from processing and settlement of automated teller transactions to mortgage loan processing. Huntington will be dependent on the continued service by its vendors, suppliers, service providers, and ultimately its customers' continued operations in order to avoid business interruptions. Any interruption in a third party's ability to provide goods and services, such as issues with telecommunication links, power, and transportation, could present problems to Huntington's ability to service its customers.

Identifiable costs for the Year 2000 project incurred in the third quarter and first nine months of 1999 were $1.9 million and $10.0 million, respectively. Management estimates it will cost up to an additional $5 million to keep its systems and business processes Year 2000 ready

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and to implement elements of its contingency plan, if necessary. These expenses are not expected to materially impact operating results in any one period. The estimates incorporate not only incremental third-party expenses for consultants and others but also include salary and benefit costs of employees redeployed and full implementation of the command center, regional command posts, and call center. Also included are due diligence expenses related to monitoring Huntington's vendors' and service providers' readiness.

Major business risks associated with the Year 2000 problem include, but are not limited to, infrastructure failures, disruptions to the economy in general, excessive cash withdrawal activity, closure of government offices, foreign banks, and clearing houses, and increased non-performing loans and credit losses in the event that borrowers fail to properly respond to the problem, and other factors outside of Huntington's control. These risks, along with unforeseen, and therefore unidentified circumstances involving Huntington's systems, and the resulting possible inability to properly process core business transactions and meet contractual servicing agreements, could expose Huntington to loss of revenues, litigation, and asset quality deterioration.

The Year 2000 problem is unique in that it has never previously occurred; thus, it is not possible to completely foresee or quantify the overall or any specific financial or operational impact to Huntington or to third parties which provide Mission Critical services to the company. Huntington has, however, implemented several proactive processes to identify and mitigate risk involving systems and processes over which it has control, including strengthening its Business Resumption Plan for the Year 2000 by adding alternatives for systems and networks in support of critical applications. The modifications to Huntington's contingency plan are complete. Huntington's senior management believes successful modifications to existing systems and conversions to new systems will substantially reduce the risk of Year 2000 disruption.

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

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financial instruments, accounting for significant variables that may 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. Management believes, at any point in time, the model provides a reasonably accurate estimate of Huntington's interest rate risk exposure, even though these assumptions are inherently uncertain. This information is regularly shared with the Board of Directors.

At September 30, 1999, the results of Huntington's interest sensitivity analysis indicated that net interest income would be expected to decrease by approximately 2% if rates rose 100 basis points and would drop an estimated 4% in the event of a 200 basis point increase. Huntington is relatively neutral to a 100 basis point drop in rates but would benefit 3% if rates declined 200 basis points.

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 September 30, 1999:

(Dollars in millions)	Notional Value	Average Maturity (years)	Market Value	Average Rate Receive	Average Rate Pay
ASSET CONVERSION SWAPS					
Receive fixed	$1,545	2.91	$(17.4)	6.09%	5.42%
LIABILITY CONVERSION SWAPS					
Receive fixed	$1,790	4.16	$(22.3)	6.18%	5.50%
Receive fixed-amortizing	123	0.15	0.0	5.63%	5.38%
Pay fixed	775	0.52	0.8	5.38%	5.28%
TOTAL LIABILITY CONVERSION SWAPS	$2,688	2.92	$(21.5)	5.92%	5.43%
BASIS PROTECTION SWAPS	$1,375	0.83	$ (0.1)	5.40%	5.41%

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). Receive-fixed asset conversion swaps and pay-fixed liability conversion swaps with notional values of $950 million and $550 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 September 30, 1999, Huntington's credit risk from interest rate swaps used for asset/liability management purposes was $59.6 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 $1 billion at September 30, 1999. 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. Highly leveraged transactions as well as excessive industry and other concentrations are avoided. 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 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 sell at a future date. Total non-performing assets were $93.3 million and $95.8 million, respectively, at September 30, 1999, and 1998. As of the same dates, non-performing loans represented .39% of total loans, while non-performing assets as a percent of total loans and other real estate were .47% and .50%, respectively. Loans past due ninety days or more but continuing to accrue interest were $64.8 million at September 30, 1999, up only slightly from one year ago.

The allowance for loan losses (ALL) is maintained at a level considered appropriate by management, based on its estimate of probable 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 10% at the recent quarter end versus 12% one year ago. The reserve ratio was 1.48% at the recent quarter end compared with 1.50% at the end of last year's third quarter. As of September 30, 1999, the ALL covered non-performing loans approximately 3.8 times and when combined with the allowance for other real estate owned, was 316% of total nonperforming assets.

CAPITAL

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. 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 was 7.63% in the recent quarter compared with 7.79% in the same three months of last year. For the nine month period, the ratio was 7.54%, versus 7.86% in the first three quarters of 1998.

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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 and loan commitments. These guidelines further define "well-capitalized" levels for Tier 1, Total Capital, and Leverage ratio purposes at 6%, 10%, and 5%, respectively. At the recent quarter-end, Huntington's Tier 1 risk-based capital ratio was 7.32%, its total risk-based capital ratio was 10.62%, and its leverage ratio was 6.58%, each of which exceeds the well-capitalized requirements. Huntington's bank subsidiary also had regulatory capital ratios in excess of the levels established for well-capitalized institutions.

Huntington's common stock repurchase program was reactivated in the third quarter of 1998. In connection with the reinstatement of the program, the Board of Directors also increased the number of shares authorized for repurchase to 16.5 million (after adjusting for the ten percent stock dividend paid July 1999), up from approximately 3 million shares remaining when the plan was suspended. The shares are to be purchased through open market and privately negotiated transactions. Repurchased shares will be reserved for reissue in connection with Huntington's dividend reinvestment, stock option, and other benefit plans as well as for stock dividends and other corporate purposes. In the first nine months of this year, Huntington repurchased approximately 2.6 million shares, leaving 12.6 million shares available for repurchase under the program.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

There have been no material changes in market risk exposures that affect the quantitative and qualitative disclosures presented in Huntington's Annual Report on Form 10-K for the year ended December 31, 1998. Quantitative and qualitative disclosures for the current period can be found on pages 19 through 21.

<TABLE>

CONSOLIDATED FINANCIAL HIGHLIGHTS

(in thousands, except per share amounts)

<CAPTION>

FOR THE THREE MONTHS ENDED SEPTEMBER 30,	1999	1998	% Change
<S>	<C>	<C>	<C>
NET INCOME	$105,587	$ 88,755	19.0%
PER COMMON SHARE AMOUNTS (1)			

	1999	1998	% Change
Net income			
Basic	$ 0.46	$ 0.38	21.1
Diluted	$ 0.46	$ 0.38	21.1
Cash dividends declared	$ 0.20	$ 0.18	11.1
AVERAGE COMMON SHARES OUTSTANDING-DILUTED (1) ..	232,015	234,845	(1.2)
KEY RATIOS			
Return on:			
Average total assets	1.45%	1.28%	13.3
Average shareholders' equity	19.07%	16.43%	16.1
Efficiency ratio	51.02%	56.46%	(9.6)
Average equity/average assets	7.63%	7.79%	(2.1)
Net interest margin	4.22%	4.18%	1.0
TANGIBLE OR "CASH BASIS" RATIOS (2)			
Net Income Per Common Share -- Diluted (1)	$ 0.49	$ 0.41	19.5
Return on:			
Average total assets	1.59%	1.43%	11.2
Average shareholders' equity	29.54%	26.59%	11.1

<CAPTION>

FOR THE NINE MONTHS ENDED SEPTEMBER 30,	1999	1998	% Change
<S>	<C>	<C>	<C>
NET INCOME	$307,134	$270,550	13.5%
PER COMMON SHARE AMOUNTS (1)			
Net income			
Basic	$ 1.33	$ 1.16	14.7
Diluted	$ 1.32	$ 1.15	14.8
Cash dividends declared	$ 0.56	$ 0.50	12.0
AVERAGE COMMON SHARES OUTSTANDING-DILUTED (1) ..	232,853	235,060	(0.9)
KEY RATIOS			
Return on:			
Average total assets	1.43%	1.36%	5.1
Average shareholders' equity	19.01%	17.27%	10.1
Efficiency ratio	51.36%	56.80%	(9.6)
Average equity/average assets	7.54%	7.86%	(4.1)
Net interest margin	4.18%	4.24%	(1.4)
TANGIBLE OR "CASH BASIS" RATIOS (2)			
Net Income Per Common Share -- Diluted (1)	$ 1.41	$ 1.21	16.5
Return on:			
Average total assets	1.57%	1.45%	8.3
Average shareholders' equity	29.90%	22.71%	31.7

</TABLE>

(1) Adjusted for stock dividends and stock splits, as applicable.
(2) Tangible or "Cash Basis" net income excludes amortization of goodwill and other intangibles. Related asset amounts excluded from total assets and shareholders' equity.

<TABLE>

FINANCIAL REVIEW

SECURITIES AVAILABLE FOR SALE - AMORTIZED COST & FAIR VALUES BY MATURITY AT SEPTEMBER 30, 1999 AND DECEMBER 31, 1998

<CAPTION>

(in thousands of dollars)	SEPTEMBER 30, 1999		December 31, 1998	
	AMORTIZED COST	FAIR VALUE	Amortized Cost	Fair Value
<S>	<C>	<C>	<C>	<C>
U.S. Treasury				
Under 1 year	$ 802	$ 805	$ 1,000	$ 1,007
1-5 years	51,787	50,469	63,537	65,364
6-10 years	502,719	483,101	169,959	176,945
Total	555,308	534,375	234,496	243,316
Federal agencies				
Mortgage-backed securities				
1-5 years	6	6	11	11
6-10 years	38,559	38,556	87,342	89,162
Over 10 years	1,762,589	1,718,496	1,356,722	1,363,015
Total	1,801,154	1,757,058	1,444,075	1,452,188
Other agencies				
1-5 years	763,946	741,179	968,753	975,253
6-10 years	510,421	487,862	678,245	684,230
Over 10 years	885,195	861,710	740,139	741,147

Total	2,159,562	2,090,751	2,387,137	2,400,630
Other				
Under 1 year	21,472	21,478	7,492	7,478
1-5 years	258,975	258,917	188,551	190,871
6-10 years	131,007	128,390	204,788	210,698
Over 10 years	262,733	253,089	268,319	268,930
Marketable equity securities	10,645	42,538	8,359	7,304
Total	684,832	704,412	677,509	685,281
Total Securities Available for Sale	$5,200,856	$5,086,596	$4,743,217	$4,781,415

</TABLE>

<TABLE>

FINANCIAL REVIEW

LOAN LOSS EXPERIENCE

<CAPTION>

	THREE MONTHS ENDED SEPTEMBER 30,		NINE MONTHS ENDED SEPTEMBER 30,	
	1999	1998	1999	1998
<S>	<C>	<C>	<C>	<C>
ALLOWANCE FOR LOAN LOSSES, BEGINNING OF PERIOD	$293,274	$286,864	$290,948	$258,171
Allowance acquired/other	--	--	--	22,042
Loan losses	(27,782)	(33,095)	(87,436)	(89,516)
Recoveries of loans previously charged off	8,044	8,193	23,693	24,489
Provision for loan losses	22,076	24,160	68,407	70,936
ALLOWANCE FOR LOAN LOSSES END OF PERIOD	$295,612	$286,122	$295,612	$286,122
AS A % OF AVERAGE TOTAL LOANS				
Net loan losses--annualized	0.39%	0.52%	0.43%	0.48%
Provision for loan losses--annualized	0.43%	0.51%	0.46%	0.52%
Allowance for loan losses as a % of total loans	1.48%	1.50%	1.48%	1.50%
Net loan loss coverage (1)	9.01X	6.20x	8.18X	7.20x

</TABLE>

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

<TABLE>

NON-PERFORMING ASSETS AND PAST DUE LOANS

<CAPTION>

	1999			1998	
	III Q	II Q	I Q	IV Q	III Q
<S>	<C>	<C>	<C>	<C>	<C>
Non-accrual loans:					
Commercial	$41,374	$37,840	$37,594	$34,586	$38,020
Real Estate					
Construction	6,154	7,877	7,540	10,181	6,948
Commercial	15,751	13,028	14,133	13,243	10,427
Residential	13,094	15,192	14,849	14,419	14,815
Total Nonaccrual Loans	76,373	73,937	74,116	72,429	70,210
Renegotiated loans	1,877	2,827	2,764	4,706	4,798
TOTAL NON-PERFORMING LOANS	78,250	76,764	76,880	77,135	75,008
Other real estate, net	15,072	16,839	17,853	18,964	20,812
TOTAL NON-PERFORMING ASSETS	$93,322	$93,603	$94,733	$96,099	$95,820
NON-PERFORMING LOANS AS A % OF TOTAL LOANS	0.39%	0.38%	0.39%	0.40%	0.39%
NON-PERFORMING ASSETS AS A % OF TOTAL LOANS AND OTHER REAL ESTATE	0.47%	0.46%	0.48%	0.49%	0.50%
ALLOWANCE FOR LOAN LOSES AS A % OF					

NON-PERFORMING LOANS	377.78%	382.05%	378.60%	377.19%	381.46%
ALLOWANCE FOR LOAN LOSSES AND OTHER REAL ESTATE AS A % OF NON-PERFORMING ASSETS ...	315.82%	311.32%	305.33%	301.00%	296.69%
ACCRUING LOANS PAST DUE 90 DAYS OR MORE	$64,788	$54,305	$51,039	$51,037	$63,998
	=======	=======	=======	=======	=======

</TABLE>

<TABLE>

CONSOLIDATED AVERAGE BALANCES AND INTEREST RATES (QUARTERLY DATA)

<CAPTION>

Fully Tax Equivalent Basis (1) (in millions of dollars)	3RD QUARTER 1999 AVERAGE BALANCE	3RD QUARTER 1999 YIELD/ RATE	2ND QUARTER 1999 AVERAGE BALANCE	2ND QUARTER 1999 YIELD/ RATE
<S>	<C>	<C>	<C>	<C>
ASSETS				
Interest bearing deposits in banks	$ 8	3.64%	$ 8	3.75%
Trading account securities	7	5.64	15	5.41
Federal funds sold and securities purchased under resale agreements ...	20	5.39	19	4.86
Loans held for sale	169	7.27	269	6.96
Securities:				
Taxable	4,846	6.14	4,914	5.99
Tax exempt	295	7.76	303	7.90
	-------		-------	
Total Securities	5,141	6.24	5,217	6.10
	-------		-------	
Loans:				
Commercial	6,066	7.90	6,182	7.73
Real Estate				
Construction	1,103	8.13	1,012	7.92
Mortgage	3,636	7.87	3,726	7.92
Consumer				
Loans	7,093	8.29	6,907	8.25
Leases	2,365	6.75	2,175	6.72
	-------		-------	
Total Consumer	9,458	7.90	9,082	7.88
	-------		-------	
Total Loans	20,263	7.91	20,002	7.84
	-------		-------	
Allowance for loan losses	301		297	
	-------		-------	
Net loans (2)	19,962	8.54	19,705	8.35
	-------		-------	
Total earning assets	25,608	8.07%	25,530	7.87%
	-------		-------	
Cash and due from banks	1,026		1,044	
All other assets	2,468		2,454	
	-------		-------	
TOTAL ASSETS	$28,801		$28,731	
	=======		=======	
LIABILITIES AND SHAREHOLDERS' EQUITY				
Core deposits				
Non-interest bearing deposits	$ 3,509		$ 3,511	
Interest bearing demand deposits	4,139	2.66%	4,109	2.50%
Savings deposits	3,792	3.43	3,769	3.25
Other domestic time deposits	5,631	5.04	5,715	5.07
	-------		-------	
Total core deposits	17,071	3.86	17,104	3.79
	-------		-------	
Certificates of deposit of $100,000 or more	1,663	5.12	1,662	5.08
Foreign time deposits	465	5.17	307	4.82
	-------		-------	
Total deposits	19,199	4.03	19,073	3.95
	-------		-------	
Short-term borrowings	2,331	4.54	2,793	4.38
Medium-term notes	3,415	5.44	3,047	5.19
Subordinated notes and other long-term debt, including preferred capital securities	1,001	6.03	1,004	5.70
	-------		-------	
Total interest bearing liabilities	22,437	4.39%	22,406	4.25%
	-------		-------	
All other liabilities	658		653	
Shareholders' equity	2,197		2,161	
	-------		-------	

TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	$28,801		$28,731	
Net interest rate spread		3.68%		3.62%
Impact of non-interest bearing funds on margin		0.54%		0.52%
NET INTEREST MARGIN		4.22%		4.14%

</TABLE>

- ---

(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) Excludes nonrecurring interest rate swap adjustment of $9.2 million.

<TABLE>

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CONSOLIDATED AVERAGE BALANCES AND INTEREST RATES (QUARTERLY DATA)

<CAPTION>

	1ST QUARTER 1999		4th Quarter 1998		3rd Quarter 1998	
	AVERAGE BALANCE	YIELD/ RATE	Average Balance	Yield/ Rate	Average Balance	Yield/ Rate
<S>	<C>	<C>	<C>	<C>	<C>	<C>
	$ 8	4.93%	$ 4	5.00%	$ 31	5.20%
	18	5.20	12	5.62	11	5.87
	18	5.64	34	5.48	689	5.62
	359	6.75	377	6.73	275	7.10
	4,926	6.05	4,518	6.16	4,077	6.34
	304	8.17	292	8.16	234	8.86
	5,230	6.17	4,810	6.28	4,311	6.47
	6,067	7.90	5,954	7.99	5,763	8.36
	957	8.14	864	8.24	811	8.83
	3,651	7.97	3,689	8.21	3,760	8.43
	6,873	8.38	6,912	8.62	6,896	8.77
	2,015	6.94	1,850	7.00	1,728	7.11
	8,888	8.05	8,762	8.28	8,624	8.44
	19,563	7.99	19,269	8.17	18,958	8.43
	299		296		293	
	19,264	8.49	18,973	8.68	18,665	8.87
	25,196	7.98%	24,506	8.17%	24,275	8.33%
	1,064		1,056		1,017	
	2,461		2,448		2,516	
	$28,422		$27,714		$27,515	
	$ 3,505		$ 3,577		$ 3,466	
	4,061	2.46%	3,967	2.60%	3,898	2.77%
	3,627	3.17	3,546	3.38	3,428	3.56
	6,047	5.27	6,459	5.43	6,619	5.53
	17,240	3.88	17,549	4.10	17,411	4.27
	1,730	5.35	1,755	5.65	1,884	5.71
	161	4.80	56	4.86	30	5.39
	19,131	4.06	19,360	4.27	19,325	4.45
	2,853	4.33	2,123	4.36	1,515	4.75
	2,666	5.29	2,526	5.48	2,952	5.70
	1,007	5.81	1,020	5.88(3)	1,041	6.37
	22,152	4.32%	21,452	4.49%	21,367	4.72%
	644		653		539	
	2,121		2,032		2,143	
	$28,422		$27,714		$27,515	

=======	=======	=======
3.66%	3.68%	3.61%
0.52%	0.56%	0.57%
4.18%	4.24%(3)	4.18%

</TABLE>

<TABLE>

SELECTED QUARTERLY INCOME STATEMENT DATA

<CAPTION>

(in thousands of dollars, except per share amounts)	1999 III Q	1999 II Q	1999 I Q	1998 IV Q	1998 III Q
<S>	<C>	<C>	<C>	<C>	<C>
TOTAL INTEREST INCOME	$516,294	$498,500	$495,692	$500,395	$505,221
TOTAL INTEREST EXPENSE	247,863	237,352	236,171	233,094	253,706
NET INTEREST INCOME	268,431	261,148	259,521	267,301	251,515
Provision for loan losses	22,076	21,026	25,305	34,306	24,160
NET INTEREST INCOME AFTER PROVISION FOR LOAN LOSSES	246,355	240,122	234,216	232,995	227,355
Service charges on deposit accounts	41,700	36,065	35,776	33,992	32,493
Brokerage and insurance income	14,620	12,540	11,543	9,848	10,057
Mortgage banking	14,282	17,224	15,958	15,388	15,270
Trust services	12,625	13,143	13,434	12,924	12,502
Electronic banking fees	9,771	9,410	8,038	8,037	7,897
Bank Owned Life Insurance income	9,390	9,390	9,390	8,098	8,098
Credit card fees	6,626	6,255	5,342	6,367	5,197
Other	6,103	11,029	8,081	12,057	12,512
TOTAL NON-INTEREST INCOME BEFORE SECURITIES GAINS	115,117	115,056	107,562	106,711	104,026
Securities gains	537	2,220	2,310	1,773	10,615
TOTAL NON-INTEREST INCOME	115,654	117,276	109,872	108,484	114,641
Personnel and related costs	104,730	107,263	107,254	103,600	111,744
Net occupancy	16,799	13,563	13,917	11,602	15,019
Equipment	16,059	15,573	16,873	16,202	15,001
Outside data processing and other services	15,929	15,923	15,392	20,915	17,550
Amortization of intangible assets	9,326	9,336	9,328	9,436	9,467
Marketing	8,722	6,902	6,298	8,251	8,762
Telecommunications	7,412	6,935	7,064	8,173	7,793
Printing and supplies	5,254	4,734	4,756	6,450	5,851
Legal and other professional services	4,754	5,803	4,744	7,847	5,291
Franchise and other taxes	3,598	3,981	4,387	5,554	5,523
Special charges	--	--	--	90,000	--
Other	13,606	12,125	12,093	10,902	9,876
TOTAL NON-INTEREST EXPENSE	206,189	202,138	202,106	298,932	211,877
INCOME BEFORE INCOME TAXES	155,820	155,260	141,982	42,547	130,119
Provision for income taxes	50,233	50,285	45,410	11,329	41,364
NET INCOME	$105,587	$104,975	$ 96,572	$ 31,218	$ 88,755
PER COMMON SHARE (1)					
Net income					
Diluted	$ 0.46	$ 0.45	$ 0.41	$ 0.13	$ 0.38
Diluted - Cash Basis	$ 0.49	$ 0.48	$ 0.45	$ 0.17	$ 0.41
Cash Dividends Declared	$ 0.20	$ 0.18	$ 0.18	$ 0.18	$ 0.18
FULLY TAX EQUIVALENT MARGIN:					
Net Interest Income	$268,431	$261,148	$259,521	$267,301	$251,515
Tax Equivalent Adjustment (2)	2,280	2,390	2,504	2,504	2,567
Tax Equivalent Net Interest Income	$270,711	$263,538	$262,025	$269,805	$254,082

</TABLE>

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

STOCK SUMMARY, KEY RATIOS AND STATISTICS

QUARTERLY COMMON STOCK SUMMARY (1)

	1999 III Q	1999 II Q	1999 I Q	1998 IV Q	1998 III Q
High	$33 7/8	$34	$30 7/16	$28 5/8	$30 13/16
Low	24 11/16	27 11/16	27 3/16	21 1/2	20
Close	26 9/16	31 13/16	28 1/8	27 5/16	22 13/16
Cash dividends declared	$0.20	$0.18	$0.18	$0.18	$0.18

Note: Stock price quotations were obtained from NASDAQ.

KEY RATIOS AND STATISTICS

MARGIN ANALYSIS - AS A % OF AVERAGE EARNING ASSETS (2)	1999 III Q	1999 II Q	1999 I Q	1998 IV Q	1998 III Q
Interest Income	8.07%	7.87%	7.98%	8.17%	8.33%
Interest Expense	3.85%	3.73%	3.80%	3.93%	4.15%
Net Interest Margin	4.22%	4.14%	4.18%	4.24%	4.18%
RETURN ON					
Average total assets	1.45%	1.47%	1.38%	1.31%	1.28%
Average total assets - cash basis	1.59%	1.61%	1.52%	1.45%	1.43%
Average shareholders' equity	19.07%	19.48%	18.47%	17.87%	16.43%
Average shareholders' equity - cash basis	29.54%	30.61%	29.58%	29.44%	26.59%
Efficiency Ratio	51.02%	50.93%	52.16%	52.98%	56.46%

REGULATORY CAPITAL DATA

(in millions of dollars)	1999 III Q	1999 II Q	1999 I Q	1998 IV Q	1998 III Q
Total Risk-Adjusted Assets	$25,309	$24,829	$24,345	$24,239	$23,695
Tier I Risk-Based Capital Ratio	7.32%	7.29%	7.20%	7.10%	7.35%
Total Risk Based Capital Ratio	10.62%	10.65%	10.70%	10.73%	11.18%
Tier I Leverage Ratio	6.58%	6.45%	6.32%	6.37%	6.51%

(1) Adjusted for stock dividends and stock splits, as applicable.
(2) Presented on a fully tax equivalent basis assuming a 35% tax rate.

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 --previously filed as Exhibit 3(i)(c) to Quarterly Report on Form 10-Q for the quarter ended March 31, 1998, and incorporated herein by reference.

(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, 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, as amended and supplemented by Articles of Amendment to Articles of Restatement of Charter, previously filed as 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.

27. Financial Data Schedule

99. Earnings to Fixed Charges

(b) Reports on Form 8-K

1. A report on Form 8-K, dated July 14, 1999, was filed under report item numbers 5 and 7, concerning Huntington's results of operations for the second quarter 1999.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, Huntington Bancshares Incorporated has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Huntington Bancshares Incorporated
(Registrant)

Date: November 15, 1999

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

Date: November 15, 1999

/s/ Anne W. Creek
Anne W. Creek
Executive Vice President and Principal Accounting Officer

Exhibit 3(ii)

HUNTINGTON BANCSHARES INCORPORATED

BYLAWS

(AMENDED AND RESTATED AS OF MAY 19, 1999)

ARTICLE I.

STOCKHOLDERS

SECTION 1.01. ANNUAL MEETING. The Corporation shall hold an annual meeting of its stockholders to elect directors and transact any other business within its powers, at such time and on such date during the thirty-one day period beginning March 30 and ending April 29 as the Board of Directors shall determine. In the absence of a determination by the Board of Directors, the annual meeting of stockholders shall be held at 3:00 p.m. on the third Thursday of April in each year if not a legal holiday, and if a legal holiday, then on the next secular day following. At the annual meeting, the stockholders shall elect a Board of Directors and may transact any other business as may be brought before the annual meeting by the Board of Directors or by any stockholder as set forth in Section 1.09 of these Bylaws.

SECTION 1.02. SPECIAL MEETING. At any time in the interval between annual meetings, a special meeting of the stockholders may be called by the Chairman of the Board, the President, a majority of the Board of Directors by vote at a meeting or in writing (addressed to the Secretary of the Corporation), or by the stockholders on the written request (addressed to the Secretary of the Corporation) of stockholders entitled to cast at least a majority of all the votes entitled to be cast at the meeting.

SECTION 1.03. PLACE OF MEETINGS. Meetings of stockholders shall be held at such place in the United States as is set from time to time by the Board of Directors.

SECTION 1.04. NOTICE OF MEETINGS; WAIVER OF NOTICE. Not less than ten nor more than 90 days before each stockholders' meeting, the Secretary shall give written notice of the meeting to each stockholder entitled to vote at the meeting and each other stockholder entitled by statute to notice of the meeting. The notice shall state the time and place of the meeting and, if the meeting is a special meeting or notice of the purpose is required by statute, the purpose of the meeting. Notice is given to a stockholder when it is personally delivered to him, left at his residence or usual place of business, or mailed to him at his address as it appears on the records of the Corporation. Notwithstanding the foregoing provisions, each person who is entitled to notice waives notice if he before or after the meeting signs a waiver of the notice which is filed with the records of stockholders' meetings, or is present at the meeting in person or by proxy.

SECTION 1.05. QUORUM; VOTING. Unless statute or the Charter provides otherwise, at any meeting of stockholders the presence in person or by proxy of stockholders entitled to cast a majority of all the votes entitled to be cast at the meeting

constitutes a quorum, and a majority of all the votes cast at a meeting at which a quorum is present is sufficient to approve any matter which properly comes before the meeting, except that a plurality of all votes cast at a meeting at which a quorum is present is sufficient to elect a director.

SECTION 1.06. ADJOURNMENTS. Whether or not a quorum is present, a meeting of stockholders convened on the date for which it was called may be adjourned from time to time by the presiding officer or by the stockholders present in person or by proxy by a majority vote. Any business which might have been transacted at the meeting as originally notified may be deferred and transacted at any such adjourned meeting at which a quorum shall be present. No further notice of an adjourned meeting other than by announcement shall be necessary if held on a date not more than 120 days after the original record date.

SECTION 1.07. GENERAL RIGHT TO VOTE; PROXIES. Unless the Charter provides for a greater or lesser number of votes per share or limits or denies voting rights, each outstanding share of stock, regardless of class, is entitled to one vote on each matter to be submitted at a meeting of stockholders. A stockholder may vote the stock the stockholder owns of record either in person or by proxy. A stockholder may sign a writing authorizing another person to act as proxy. Signing may be accomplished by the stockholder or the stockholder's authorized agent signing the writing or causing the stockholder's signature to be affixed to the writing by any reasonable means, including facsimile signature. A stockholder may authorize another person to act as proxy by transmitting, or authorizing the transmission of, a telegram, cablegram, datagram, or other means of electronic transmission to the person authorized to act as proxy or to a proxy solicitation firm, proxy support service organization, or other person authorized by the person who will act as proxy to receive the transmission. Unless a proxy provides otherwise, it is not valid more than 11 months after its date.

SECTION 1.08. NOMINATIONS OF PERSONS FOR ELECTION TO THE BOARD OF DIRECTORS. No person shall be appointed, nominated or elected a director of the Corporation after having attained the age of 75 years. Notwithstanding the above, no person who has been employed on a full-time basis by this Corporation or one of its direct or indirect subsidiaries may be appointed, nominated or elected a director of the Corporation after having attained the age of 65 years except (i) any such person who, as of the date of these Bylaws, is over the age of 65 years and is serving as a director and (ii) the Chief Executive Officer of this Corporation.

Only persons nominated in accordance with the procedures set forth in this Section 1.08 shall be eligible for election as directors. Nominations of persons for election to the Board of Directors of the Corporation may be made at a meeting of stockholders by or at the direction of the Board of Directors, or by any stockholder of the Corporation entitled to vote for the election of directors at such a meeting who complies with the notice procedures set forth in this Section 1.08. Such nominations, other than those made by or at the direction of the Board of Directors, shall be made

pursuant to timely notice in writing to the Secretary of the Corporation. To be timely, a stockholder's notice must be delivered to or mailed and received at the principal executive offices of the Corporation not less than 30 days nor more than 60 days prior to the date of a stockholder meeting; provided, however, that if less than 40 days' notice or prior public disclosure of the date of the stockholders' meeting is given or made to the stockholders, notice by the stockholder to be timely must be so delivered or received not later than the close of business on the 10th day following the earlier of (i) the day on which such notice of the date of the meeting was mailed or (ii) the day on which such public disclosure was made.

A stockholder's notice to the Secretary shall set forth (i) as to each person whom the stockholder proposes to nominate for election as a director, (a) the name, age, business address and residence address of such person, (b) the principal occupation or employment of such person during each of the last five years, (c) the class and number of shares of the Corporation which are beneficially owned by such person on the date of such stockholder's notice, and (d) any other information relating to such person that is required to be disclosed in solicitations of proxies for election of directors, or is otherwise required, in each case pursuant to Regulation 14A under the Securities Exchange Act of 1934, as amended, or any successor act or regulation (including without limitation such person's written consent to being named in the proxy statement as a nominee and to serving as a director if elected); and (ii) as to the stockholder giving the notice, (a) the name and address, as they appear on the Corporation's books, of the stockholder and any other stockholders known by such stockholder to be supporting such nominees, and (b) the class and number of shares of the Corporation which are beneficially owned by such stockholder on the date of such stockholder's notice and by any other stockholders known by such stockholder to be supporting such nominees on the date of such stockholder's notice. The Corporation may require any proposed nominee to furnish such other information as may be reasonably required by the Corporation to determine the qualifications of such proposed nominee to serve as a director of the Corporation.

No person shall be eligible for election as a director of the Corporation unless nominated in accordance with the procedures set forth in this Section 1.08. The chairman of the stockholders meeting shall, if the facts warrant, determine and declare to the meeting that a nomination was not made in accordance with the procedures prescribed by these Bylaws, and if he should so determine, he shall so declare to the meeting and the defective nomination shall be disregarded.

SECTION 1.09. STOCKHOLDER PROPOSALS. At an annual or special meeting of stockholders, only such business shall be conducted, and only such proposals shall be acted upon, as shall have been properly brought before such meeting. To be properly brought before a meeting of stockholders, business must be (i) in the case of a special meeting, specified in the notice of the special meeting (or any supplement thereto) given by or at the direction of the Board of Directors, (ii) properly brought before the meeting by or at the direction of the Board of Directors, or (iii) otherwise properly brought before the meeting by a stockholder. For business to be properly brought before a meeting of

stockholders by a stockholder, the stockholder must have given timely notice thereof in writing to the Secretary of the Corporation. To be timely, a stockholder's notice must be delivered to or mailed and received at the principal executive offices of the Corporation not less than 30 days nor more than 60 days prior to the stockholder meeting; provided, however, that if less than 40 days' notice or prior public disclosure of the date of the meeting is given or made to the stockholders, notice by the stockholder to be timely must be so delivered or received not later than the close of business on the 10th day following the earlier of (i) the day on which such notice of the date of the meeting was mailed, or (ii) the day on which such public disclosure was made.

A shareholder's notice to the Secretary shall set forth as to each matter the stockholder proposes to bring before a meeting of stockholders, (i) a brief description of the business desired to be brought before the meeting and the reasons for conducting such business at the meeting, (ii) the name and address, as they appear on the Corporation's books, of the stockholder proposing such business and any stockholders known by such stockholder to be supporting such proposal, (iii) the class and number of shares of the Corporation which are beneficially owned by the stockholder on the date of such stockholder's notice and by any other stockholders known by such stockholder to be supporting such proposal on the date of such stockholder's notice, and (iv) any material interest of the stockholder in such proposal.

Notwithstanding anything in these Bylaws to the contrary, no business shall be conducted at a meeting of stockholders except in accordance with the procedures set forth in this Section 1.09. The chairman of the stockholder meeting shall, if the facts warrant, determine and declare to the meeting that the business was not properly brought before the meeting in accordance with the procedures prescribed by these Bylaws, and if he should so determine, he shall so declare to the meeting and any such business not properly brought before the meeting shall not be transacted.

SECTION 1.10. CONDUCT OF VOTING. At all meetings of stockholders, unless the voting is conducted by inspectors, the proxies and ballots shall be received, and all questions relating to the qualification of voters, the validity of proxies and the acceptance or rejection of votes shall be decided, by the chairman of the meeting. If demanded by stockholders, present in person or by proxy, entitled to cast 10% in number of votes entitled to be cast, or if ordered by the chairman of the meeting, the vote upon any election or question shall be taken by ballot and, upon like demand or order, the voting shall be conducted by two inspectors, in which event the proxies and ballots shall be received; and all questions relating to the qualification of voters, the validity of proxies and the acceptance or rejection of votes shall be decided, by such inspectors. Unless so demanded or ordered, no vote need be by ballot and voting need not be conducted by inspectors. The stockholders at any meeting may choose an inspector or inspectors to act at such meeting, and in default of such election, the chairman of the meeting may appoint an inspector or inspectors. No candidate for election as a director at a meeting shall serve as an inspector.

ARTICLE II.

BOARD OF DIRECTORS

SECTION 2.01. FUNCTION OF DIRECTORS. The business and affairs of the Corporation shall be managed under the direction of its Board of Directors. All powers of the Corporation may be exercised by or under authority of the Board of Directors, except as conferred on or reserved to the stockholders by statute or by the Charter or these Bylaws.

SECTION 2.02. NUMBER OF DIRECTORS. The Corporation shall have the number of directors provided by the Charter until changed as provided in this Section 2.02. A majority of the entire Board of Directors may alter the number of directors set by the Charter to not more than 25 nor less than three directors; provided that any such action may not affect the tenure of office of any director.

SECTION 2.03. ELECTION AND TENURE OF DIRECTORS. Beginning with the election of directors in 1987, the Board of Directors shall be divided into three classes, Class 1, Class II and Class III. Each such class shall consist, as nearly as possible, of one-third of the total number of directors, and any remaining directors shall be included within such class or classes as the Board of Directors shall designate. At the annual meeting of stockholders in 1987, Class I directors shall be elected for a one-year term, Class II directors for a two-year term, and Class III directors for a three-year term. Except as provided in Section 2.04 of this Article II, at each succeeding annual meeting of stockholders beginning in 1988, successors to the class of directors whose term expires at that annual meeting shall be elected for a three-year term. If the number of directors is changed, any increase or decrease shall be apportioned among the classes so as to maintain the number of directors in each class as nearly equal as possible. Any director who has been employed on a full-time basis by the Corporation and who has attained the age of 65 years, or any other director who has attained the age of 75 years, shall retire effective on the date of the next annual meeting of stockholders. Notwithstanding the foregoing, any director who has been employed on a full-time basis by the Corporation and (i) who, as of the date of these Bylaws has attained the age of 65 years or (ii) is the Chief Executive Officer of this Corporation, shall retire effective on the date of next annual meeting of stockholders after such director attains the age of 75 years. A director may otherwise be removed from office for cause only and, subject to such removal, death, resignation, retirement or disqualification, shall hold office until the annual meeting for the year in which his term expires and until his successor shall be elected and qualify.

SECTION 2.04. VACANCY ON BOARD. The stockholders may elect a successor to fill a vacancy on the Board of Directors which results from the retirement or removal of a director. A director elected by the stockholders to fill such a vacancy serves for the balance of the term of the retired or removed director. A majority of the remaining directors, whether or not sufficient to constitute a quorum, may fill a vacancy on the Board of Directors which results from any cause except an increase in the number of

directors and a majority of the entire Board of Directors may fill a vacancy which results from an increase in the number of directors. A director elected by the Board of Directors to fill a vacancy serves until the next annual meeting of stockholders and until his successor is elected and qualifies.

SECTION 2.05. REGULAR MEETINGS. After each annual meeting of stockholders at which directors shall have been elected, the Board of Directors shall meet as soon as practicable for the purpose of organization and the transaction of other business. Such first regular meeting shall be held at any place as may be designated by the Chairman, President or Board of Directors for such first regular meeting, or in default of such designation at the place of the holding of the immediately preceding meeting of stockholders. Any other regular meeting of the Board of Directors shall be held on such date and at any place as may be designated from time to time by the Chairman of the Board. No notice of such regular meetings shall be necessary if held as hereinabove provided.

SECTION 2.06. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called at any time by the Chairman of the Board, the President or by a majority of the then-acting directors by vote at a meeting or in writing, or by a majority of the members of the executive committee, if one be constituted, by vote at a meeting or in writing. A special meeting of the Board of Directors shall be held on such date and at any place as may be designated from time to time by the Board of Directors. In the absence of such designation, such meeting shall be held at such place as may be designated in the call.

SECTION 2.07. NOTICE OF MEETING. Except as provided in Section 2.05, the Secretary shall give notice or cause to be given to each director of each regular and special meeting of the Board of Directors. The notice shall state the time and place of the meeting. Notice is given to a director when it is delivered personally to him, left at his residence or usual place of business, or sent by telegraph or telephone, at least 48 hours before the time of the meeting or, in the alternative, by mail to his address as it shall appear on the records of the Corporation, at least 72 hours before the time of the meeting; provided, however, that notice of a special meeting which is called by the Chairman or the President is given to a director when it is delivered personally to him or sent by telegraph or telephone at least one hour before the time of the meeting. Unless these Bylaws or a resolution of the Board of Directors provides otherwise, the notice need not state the business to be transacted at or the purposes of any regular or special meeting of the Board of Directors. No notice of any meeting of the Board of Directors need be given to any director who attends, or to any director who, in writing executed and filed with the records of the meeting either before or after the holding thereof, waives such notice. Any regular or special meeting of the Board of Directors may adjourn from time to time to reconvene at the same or some other place, and no notice need be given of any such adjourned meeting other than by announcement.

SECTION 2.08. ACTION BY DIRECTORS. Unless statute, the Charter or these Bylaws requires a greater proportion, the action of a majority of the directors present at a meeting

at which a quorum is present is the action of the Board of Directors. A majority of the entire Board of Directors shall constitute a quorum for the transaction of business. In the absence of a quorum, the directors present, by majority vote and without notice other than by announcement, may adjourn the meeting from time to time until a quorum shall attend. At any such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting, if an unanimous written consent which sets forth the action is signed by each member of the Board of Directors and filed with the minutes of the proceedings of the Board of Directors.

SECTION 2.09. MEETING BY CONFERENCE TELEPHONE. Members of the Board of Directors may participate in a meeting by means of a conference telephone or similar communications equipment if all persons participating in the meeting can hear each other at the same time. Participation in a meeting by these means constitutes presence in person at a meeting.

SECTION 2.10. COMPENSATION. The Board of Directors shall have the authority to fix the compensation of the Directors. The directors may be paid their expenses, if any, of attendance at each regular and special meeting of the Board of Directors or committees thereof. In addition, by resolution of the Board of Directors, a stated annual retainer and/or a fixed sum for attendance at each regular or special meeting of the Board of Directors or committees thereof, and other compensation for their services as such, may be paid to directors. A director who serves the Corporation in any other capacity also may receive compensation for such other services.

ARTICLE III.

COMMITTEES

SECTION 3.01. COMMITTEES. The Board of Directors may appoint from among its members an Executive Committee and other committees composed of two or more directors and delegate to these committees any of the powers of the Board of Directors, except the power to declare dividends or other distributions on stock, elect directors, issue stock other than as provided in the next sentence, recommend to the stockholders any action which requires stockholder approval, amend these Bylaws, or approve any merger or share exchange which does not require stockholder approval. If the Board of Directors has given general authorization for the issuance of stock, a committee of the Board of Directors, in accordance with a general formula or method specified by the Board of Directors by resolution or by adoption of a stock option or other plan, may fix the terms of stock subject to classification or reclassification and the terms on which any stock may be issued, including all terms and conditions required or permitted to be established or authorized by the Board of Directors.

SECTION 3.02. COMMITTEE PROCEDURE. The Board of Directors shall have the power to prescribe the manner in which proceedings of each committee shall be held. Unless the Board of Directors shall otherwise provide, the actions of each committee

shall be governed by the following rules of procedure. A majority of the members of a committee shall constitute a quorum for the transaction of business and the act of a majority of those present at a meeting at which a quorum is present shall be the act of the committee. The members of a committee present at any meeting, whether or not they constitute a quorum, may appoint a director to act in the place of an absent member. Any action required or permitted to be taken at a meeting of a committee may be taken without a meeting, if an unanimous written consent which sets forth the action is signed by each member of the committee and filed with the minutes of the committee. The members of a committee may conduct any meeting thereof by conference telephone or similar communications equipment if all persons participating in the meeting can hear each other at the same time. Participation in a meeting by these means constitutes presence in person at a meeting. In the absence of any prescription by the Board of Directors or any applicable provision of these Bylaws, each committee may prescribe the manner in which its proceedings shall be conducted.

SECTION 3.03. DELEGATION. The Board of Directors may delegate to officers, employees or agents, the performance of duties not specifically required by law or these Bylaws to be performed by the Board of Directors.

ARTICLE IV.

OFFICERS

SECTION 4.01. EXECUTIVE AND OTHER OFFICERS. The Corporation shall have a President, a Secretary, and a Treasurer and may also have a Chairman of the Board, which officers shall be the executive officers of the Corporation. The Board of Directors may designate who shall serve as Chief Executive Officer, having general supervision of the business and affairs of the Corporation, and as Chief Operating Officer, having supervision of the operations of the Corporation. In the absence of designation the Chairman shall serve as Chief Executive Officer. The Corporation may also have one or more Vice Presidents (which may be designated Executive Vice President, Senior Vice President or Vice President), assistant officers and such other officers as may be established by the Board of Directors. A person may hold more than one office in the Corporation but may not serve concurrently as both President and Vice President of the Corporation. The Chairman of the Board and President shall be directors. The other officers may be directors.

SECTION 4.02. ELECTION, TENURE AND REMOVAL OF OFFICERS. The Board of Directors shall elect the officers or may from time to time authorize any committee or officer to appoint any officer subordinate to the level of Senior Vice President, including any Vice President and any assistant and subordinate officers. The officers shall be appointed to hold their respective offices during the pleasure of the Board of Directors. The Board of Directors or, as to any assistant or subordinate officer, any committee or officer authorized by the Board of Directors, may remove an officer at any time. The removal of an officer does not prejudice any of his contractual rights. The Board of Directors or, as to any assistant or subordinate officer, any committee or officer authorized by the Board of Directors, may fill a vacancy which occurs in any office.

SECTION 4.03. CHAIRMAN OF THE BOARD. The Chairman of the Board, if one be elected, shall preside at all meetings of the Board of Directors and of the stockholders at which he shall be present; he may sign and execute, in the name of the Corporation, all authorized deeds, mortgages, bonds, contracts or other instruments of every description. In general, he shall perform all such duties as are from time to time assigned to him by the Board of Directors.

SECTION 4.04. PRESIDENT. The President, in the absence of the Chairman of the Board, shall preside at all meetings of the Board of Directors and of the stockholders at which he shall be present; he may sign and execute, in the name of the Corporation, all authorized deeds, mortgages, bonds, contracts or other instruments of every description. In general, he shall perform all duties usually performed by a president of a corporation and such other duties as are from time to time assigned to him by the Board of Directors or the Chief Executive Officer of the Corporation.

SECTION 4.05. VICE PRESIDENTS. The Vice President or Vice Presidents, at the request of the Chief Executive Officer or the President, or in the President's absence or during his inability to act, shall perform the duties and exercise the functions of the President, and when so acting shall have the powers of the President. If there be more than one Vice President, the Board of Directors may determine which one or more of the Vice Presidents shall perform any of such duties or exercise any of such functions, or if such determination is not made by the Board of Directors, the Chief Executive Officer, or the President may make such determination; otherwise any of the Vice Presidents may perform any of such duties or exercise any of such functions. The Vice President or Vice Presidents shall have such other powers and perform such other duties, and have such additional descriptive designations in their titles, if any, as are from time to time assigned to them by the Board of Directors, the Chief Executive Officer, or the President.

SECTION 4.06. SECRETARY. The Secretary shall keep the minutes of the meetings of the stockholders and the Board of Directors in books provided for such purpose; he shall see that all notices are duly given in accordance with the provision of these Bylaws or as required by law; he shall be custodian of the records of the Corporation; he may witness any document on behalf of the Corporation, the execution of which is duly authorized, see that the corporate seal is affixed where such document is required or desired to be under its seal, and, when so affixed, may attest the same; and, in general, he shall perform all duties incident to the office of a secretary of a corporation, and such other duties as are from time to time assigned to him by the Board of Directors, the Chief Executive Officer, or the President.

SECTION 4.07. TREASURER. The Treasurer shall have charge of and be responsible for all funds, securities, receipts and disbursements of the Corporation, and shall deposit, or cause to be deposited, in the name of the Corporation, all moneys or other valuable effects in such banks, trust companies or other depositories as shall, from time to time, be selected by the executive officers. He shall render to the Chief Executive Officer, the President and the Board of Directors, whenever requested, an account of the

financial condition of the Corporation; and, in general, he shall perform all the duties incident to the office of a treasurer of a corporation, and such other duties as are from time to time assigned to him by the Board of Directors, the Chief Executive Officer, or the President.

SECTION 4.08. ASSISTANT AND SUBORDINATE OFFICERS. The assistant and subordinate officers of the Corporation are all officers below the office of Vice President, Secretary, or Treasurer. The assistant or subordinate officers shall have such duties as are from time to time assigned to them by the Board of Directors, the Chief Executive Officer, the President or any committee or officer authorized by the Board of Directors to appoint any such assistant and subordinate officers.

ARTICLE V.

STOCK

SECTION 5.01. CERTIFICATES FOR STOCK. Each stockholder is entitled to certificates which represent and certify the shares of stock he holds in the Corporation. Each stock certificate shall include on its face the name of the Corporation, the name of the stockholder or other person to whom it is issued, and the class of stock and number of shares it represents. The certificate shall be in such form, not inconsistent with law or with the Charter, as shall be approved by the Board of Directors or any officer or officers designated for such purpose by resolution of the Board of Directors. Each stock certificate shall be signed by the Chairman of the Board, the President, or a Vice President, and countersigned by the Secretary, an Assistant Secretary, the Treasurer, or an Assistant Treasurer. Each certificate may be sealed with the actual corporate seal or a facsimile of it or in any other form and the signatures may be either manual or facsimile signatures. A certificate is valid and may be issued whether or not an officer who signed it is still an officer when it is issued.

SECTION 5.02. TRANSFER. The Board of Directors shall have the power and authority to make such rules and regulations as it may deem expedient concerning the issue, transfer and registration of certificates of stock; and may appoint transfer agents and registrars thereof. The duties of transfer agent and registrar may be combined.

SECTION 5.03. RECORD DATE AND CLOSING OF TRANSFER BOOKS. The Board of Directors may set a record date or direct that the stock transfer books be closed for a stated period for the purpose of making any proper determination with respect to the stockholders, including which stockholders are entitled to notice of a meeting, vote at a meeting, receive a dividend, or be allotted other rights. The record date may not be prior to the close of business on the day the record date is fixed and may not be more than 90 days before the date on which the action requiring the determination will be taken; the transfer books may not be closed for a period longer than 20 days; and, in the case of a meeting of stockholders, the record date or the closing of the transfer books shall be at least ten days before the date of the meeting.

SECTION 5.04. STOCK LEDGER. The Corporation shall maintain a stock ledger which contains the name and address of each stockholder and the number of shares of stock of each class which the stockholder holds. The stock ledger may be in written form or in any other form which can be converted within a reasonable time into written form for visual inspection. The original or a duplicate of the stock ledger shall be kept at the offices of a transfer agent for the particular class of stock, or, if none, at the executive offices of the Corporation.

SECTION 5.05. LOST STOCK CERTIFICATES. The Board of Directors of the Corporation may determine the conditions for issuing a new stock certificate in place of one which is alleged to have, been lost, stolen, or destroyed, or the Board of Directors may delegate such power to any officer or officers of the Corporation. In their discretion, the Board of Directors or such officer or officers may refuse to issue such new certificate save upon the order of some court having jurisdiction in the premises.

ARTICLE VI.

FINANCE

SECTION 6.01. CHECKS, DRAFTS, ETC. All checks, drafts and orders for the payment of money, notes and other evidences of indebtedness, issued in the name of the Corporation, shall be signed by such agents as may be designated from time to time by the Board of Directors or authorized officers of the Corporation.

SECTION 6.02. ANNUAL STATEMENT OF AFFAIRS. The Chairman, President, a Vice President or the Treasurer shall prepare or cause to be prepared annually a full and correct statement of the affairs of the Corporation, including a balance sheet and a financial statement of operations for the preceding fiscal year.

SECTION 6.03. FISCAL YEAR. The fiscal year of the Corporation shall be the twelve calendar months period ending December 31 in each year, unless otherwise provided by the Board of Directors.

SECTION 6.04. DIVIDENDS. If declared by the Board of Directors at any meeting thereof, the Corporation may pay dividends on its shares in cash, property, or in shares. of the capital stock of the Corporation, unless such dividend is contrary to law or to a restriction contained in the Charter.

ARTICLE VII.

SUNDRY PROVISIONS

SECTION 7.01. BOOKS AND RECORDS. The Corporation shall keep correct and complete books and records of its accounts and transactions and minutes of the proceedings of its stockholders and Board of Directors and of any executive or other

committee when exercising any of the powers of the Board of Directors. The books and records of the Corporation may be in written form or in any other form which can be converted within a reasonable time into written form for visual inspection. Minutes shall be recorded in written form but may be maintained in the form of a reproduction. The original or a certified copy of these Bylaws shall be kept at the principal office of the Corporation.

SECTION 7.02. CORPORATE SEAL. The Board of Directors shall provide a suitable seal, bearing the name of the Corporation, which shall be in the charge of the Secretary. The Board of Directors may authorize one or more duplicate seals and provide for the custody thereof. If the Corporation is required to place its corporate seal to a document, it is sufficient to meet the requirement of any law, rule, or regulation relating to a corporate seal to place the word "Seal" adjacent to the signature of the person authorized to sign the document on behalf of the Corporation.

SECTION 7.03. BONDS. The Board of Directors may require any officer, agent or employee of the Corporation to give a bond to the Corporation, conditioned upon the faithful discharge of his duties, with one or more sureties and in such amount as may be satisfactory to the Board of Directors.

SECTION 7.04. VOTING UPON SHARES IN OTHER CORPORATIONS. Stock of other corporations or associations which is registered in the name of, or beneficially owned by, the Corporation, or which the Corporation is entitled to vote or direct the voting of in its fiduciary capacity or otherwise, may be voted by the Chairman, the President, any Vice President, or a proxy appointed by any of them. The Board of Directors, however, may by resolution appoint some other person to vote such shares, in which case such person shall be entitled to vote such shares upon the production of a certified copy of such resolution.

SECTION 7.05. EXECUTION OF DOCUMENTS. A person who holds more than one office in the Corporation may not act in more than one capacity to execute, acknowledge, or verify an instrument required by law to be executed, acknowledged, or verified by more than one officer.

SECTION 7.06. AMENDMENTS. The Board of Directors shall have the power, at any regular or special meeting thereof, to amend, alter or repeal the Bylaws of the Corporation, or to make and adopt new bylaws. These Bylaws may be amended, altered or repealed and new bylaws may be adopted by the stockholders of the Corporation to the extent and as provided in the Charter of the Corporation.

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Exhibit 99.

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HUNTINGTON BANCSHARES INCORPORATED
RATIO OF EARNINGS TO FIXED CHARGES

<CAPTION>

	THREE MONTHS ENDED SEPTEMBER 30		NINE MONTHS ENDED SEPTEMBER 30	
	1999	1998	1999	1998
<S>	<C>	<C>	<C>	<C>
EXCLUDING INTEREST ON DEPOSITS				
Income before taxes	$155,820	$130,119	$ 453,062	$ 397,575
Fixed charges:				
Interest expense	88,354	75,885	252,404	242,951
Interest factor of rent expense	3,925	2,801	7,999	7,447
Total fixed charges	92,279	78,686	260,403	250,398
Earnings	$248,099	$208,805	$ 713,465	$ 647,973
Fixed charges	$ 92,279	$ 78,686	$ 260,403	$ 250,398
RATIO OF EARNINGS TO FIXED CHARGES	2.69 X	2.65 X	2.74 X	2.59 X
INCLUDING INTEREST ON DEPOSITS				
Income before taxes.........................	$155,820	$130,119	$ 453,062	$ 397,575
Fixed charges:				
Interest expense.....................	247,863	253,706	721,386	745,177
Interest factor of rent expense.......	3,925	2,801	7,999	7,447
Total fixed charges...............	251,788	256,507	729,385	752,624
Earnings...................................	$407,608	$386,626	$1,182,447	$1,150,199
Fixed charges...............................	$251,788	$256,507	$ 729,385	$ 752,624
RATIO OF EARNINGS TO FIXED CHARGES	1.62 X	1.51 X	1.62 X	1.53 X

</TABLE>