

HUNTINGTON BANCSHARES INC/MD

Form S-8

September 08, 2009

As filed with the Securities and Exchange Commission on September __, 2009

Registration No. 333 - _____

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

**Form S-8
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

HUNTINGTON BANCSHARES INCORPORATED

(Exact name of Registrant as specified in its charter)

Maryland
(State or other jurisdiction
of incorporation or organization)

31-0724920
(I.R.S. Employer
Identification No.)

Huntington Center
41 South High Street
Columbus, Ohio 43287
(Address, including zip code, of principal executive offices)

**Huntington Bancshares Incorporated Deferred Compensation Plan and Trust for Huntington Bancshares
Incorporated Directors**
(Full title of the Plan)

Richard A. Cheap, Esq.
General Counsel and Secretary
Huntington Bancshares Incorporated
Huntington Center
41 South High Street
Columbus, Ohio 43287
614/480-8300
(Name, address, and telephone number,
including area code, of agent for service)

Copies of Correspondence to:
Mary Beth M. Clary, Esq.
Erin F. Siegfried, Esq.
Porter, Wright, Morris & Arthur LLP
41 South High Street
Columbus, Ohio 43215

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company
(Do not check if a smaller reporting company)

company)

Calculation of Registration Fee

| Title of Securities to be registered | Amount to be Registered (1) | Proposed Maximum Offering Price Per Share (2) | Proposed Maximum Aggregate Offering Price (2) | Amount of Registration Fee |
|---|--------------------------------|---|---|----------------------------|
| Common Stock, \$0.01 par value, to be issued under the Huntington Bancshares Incorporated Deferred Compensation Plan and Trust for Huntington Bancshares Incorporated Directors | 800,000 | \$ 4.04 | \$ 3,232,000 | \$ 180.35 |

- (1) Pursuant to Rule 416(a) of the Securities Act of 1933 (the Securities Act), this Registration Statement shall be deemed to cover an indeterminate number of additional shares of Common Stock that become issuable under the Huntington Bancshares Incorporated Deferred Compensation Plan and Trust for Huntington Bancshares Incorporated Directors by reason of any future stock dividends, stock splits or similar transactions.

- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(h) of the Securities Act, based upon the average of the high and low sales prices of our Common Stock as reported on the Nasdaq Global Select Market as of September 2, 2009.
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INTRODUCTION

A total of 290,647 shares of our common stock, as adjusted for stock dividends and stock splits, were registered in connection with the Huntington Bancshares Incorporated Deferred Compensation Plan and Trust for Huntington Bancshares Incorporated Directors by Form S-8 Registration Statement, Registration No. 33-41774 (the 1991 Form S-8). The Huntington Bancshares Incorporated Deferred Compensation Plan and Trust for Huntington Bancshares Incorporated Directors was amended by a First Amendment dated May 17, 2000. We are registering additional shares of common stock for issuance under the Huntington Bancshares Incorporated Deferred Compensation Plan and Trust for Huntington Bancshares Incorporated Directors, as amended. The contents of the 1991 Form S-8 relating to the Huntington Bancshares Incorporated Deferred Compensation Plan and Trust for Huntington Bancshares Incorporated Directors are incorporated herein by reference.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The document(s) containing the information concerning the Plan specified in Part I will be sent or given to Plan participants as specified by Rule 428(b)(1). Such documents are not filed as part of this Registration Statement in accordance with the Note to Part I of the Form S-8 Registration Statement.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents By Reference.

The following documents previously filed by us with the SEC are incorporated by reference:

1. Annual Report on Form 10-K for the fiscal year ended December 31, 2008;
2. Proxy Statement dated March 10, 2009, in connection with our 2009 Annual Meeting of Shareholders;
3. Quarterly Reports on Form 10-Q for the quarters ended March 31, 2009 and June 30, 2009;
4. Current Reports on Form 8-K filed on January 16, 2009, January 22, 2009, January 23, 2009, February 4, 2009, February 18, 2009, March 24, 2009 and March 25, 2009, March 30, 2009, April 6, 2009, April 24, 2009, May 8, 2009, May 21, 2009 (except for the furnished portions), June 5, 2009, June 9, 2009, June 11, 2009, June 12, 2009 (as amended) and September 3, 2009, to report annual and/or quarterly earnings and certain other developments disclosed therein; and
5. The description of our common stock, which is registered under Section 12 of the Securities Exchange Act, in our Form 8-A filed with the SEC on April 28, 1967, including any subsequently filed amendments and reports updating such description.

Notwithstanding the foregoing, we are not incorporating any document or information deemed to have been furnished and not filed in accordance with SEC rules.

We also incorporate by reference any future filings we make with the Securities and Exchange Commission under Sections 13(a), 13(c), 14, or 15(d) of the Securities Exchange Act of 1934, as amended, until we file a post-effective amendment which indicates that all of the securities offered by the prospectus have been sold or which deregisters all securities then remaining unsold. Any statement contained in a document incorporated or deemed to be incorporated by reference in this registration statement shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document that also is or is deemed to be incorporated by reference in this Registration Statement modifies or supersedes the statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

II-3

Item 8. Exhibits.

Reference is made to the information contained in the Exhibit Index filed as part of this Registration Statement.

Signatures

Pursuant to the requirements of the Securities Act of 1933, Huntington Bancshares Incorporated certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Columbus, State of Ohio, on September 4, 2009.

HUNTINGTON BANCSHARES
INCORPORATED

By: /s/ Richard A. Cheap
Richard A. Cheap, Secretary and General
Counsel

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|--------------------------|--|------|
| /s/ Stephen D. Steinour* | Chairman, Chief Executive Officer, |) |
| Stephen D. Steinour | President, and Director (Principal Executive Officer) |) |
| /s/ Donald R. Kimble* | Chief Financial Officer, |) |
| Donald R. Kimble | Senior Executive Vice President, and Treasurer (Principal Financial Officer) |) |
| /s/ Thomas P. Reed* | Senior Vice President and Controller |) |
| Thomas P. Reed | (Principal Accounting Officer) |) |

| Signature | Title | Date |
|----------------------------|----------|-------------------|
| /s/ Don M. Casto, III* | Director | September 4, 2009 |
| Don M. Casto, III |) | |
| /s/ Michael J. Endres* | Director | |
| Michael J. Endres |) | |
| /s/ Marylouise Fennell | Director | |
| Marylouise Fennell |) | |
| /s/ John B. Gerlach, Jr.* | Director | |
| John B. Gerlach, Jr. |) | |
| /s/ D. James Hilliker | Director | |
| D. James Hilliker |) | |
| /s/ David P. Lauer* | Director | |
| David P. Lauer |) | |
| /s/ Jonathan A. Levy* | Director | |
| Jonathan A. Levy |) | |
| /s/ Wm. J. Lhota* | Director | |
| Wm. J. Lhota |) | |
| Gene E. Little | Director | |
| |) | |
| /s/ Gerard P. Mastroianni* | Director | |
| Gerard P. Mastroianni |) | |
| /s/ David L. Porteous* | Director | |
| David L. Porteous |) | |
| /s/ Kathleen H. Ransier* | Director | |
| Kathleen H. Ransier |) | |

*By: /s/ Richard A. Cheap
Richard A. Cheap, attorney-in-fact
for each of the persons indicated

II-5

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REGISTRATION STATEMENT
Under
THE SECURITIES ACT OF 1933
Huntington Bancshares Incorporated
EXHIBITS

EXHIBIT INDEX

| Exhibit Number | Exhibit Description |
|----------------|---|
| 4(a) | Huntington Bancshares Incorporated Deferred Compensation Plan and Trust for Huntington Bancshares Incorporated Directors, previously filed as Exhibit 4(a) to Registration Statement on Form S-8 filed on July 19, 1991. |
| 4(b) | First Amendment to Huntington Bancshares Incorporated Deferred Compensation Plan and Trust for Huntington Bancshares Incorporated Directors, previously filed as Exhibit 10(q) to Quarterly Report 10-Q for the quarter ended March 31, 2001. |
| 4(c) | Articles V, VIII and X of Articles of Restatement of Charter, as amended and supplemented, previously filed as Exhibit 3(i) to Annual Report on Form 10-K for the year ended December 31, 1993 and Exhibit 3(i)(c) to Quarterly Report on Form 10-Q for the quarterly period ended March 31, 1998, and incorporated herein by reference. Instruments defining the rights of holders of long-term debt will be furnished to the Securities and Exchange Commission upon request. |
| 5* | Opinion of Porter, Wright, Morris & Arthur LLP regarding the legality of the common stock being registered pursuant hereto. |
| 23(a)* | Consent of Porter, Wright, Morris & Arthur LLP (included in Exhibit 5 filed herewith). |
| 23(b)* | Consent of Deloitte & Touche LLP. |
| 24* | Power of Attorney. |

* Filed herewith.