

HUNTINGTON BANCSHARES INC/MD  
Form 8-K  
January 23, 2009

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported):

January 21, 2009

Huntington Bancshares Incorporated

(Exact name of registrant as specified in its charter)

Maryland

1-34073

31-0724920

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

41 South High Street, Columbus, Ohio

43287

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

614-480-8300

Not Applicable

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

Thomas E. Hoaglin, formerly Chairman, President and Chief Executive Officer, has submitted his resignation from the Board of Directors of Huntington Bancshares Incorporated effective January 20, 2009. Huntington has previously announced Mr. Hoaglin's pending retirement, still scheduled for February 28, 2009, following the appointment of his successor, Stephen D. Steinour.

**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On January 21, 2009, the Board of Directors of Huntington Bancshares Incorporated adopted Amended and Restated Bylaws for the company, effective January 21, 2009. The Bylaws were amended and restated to: establish procedures for stockholders to call special meetings of stockholders (Section 1.02); change the vote standard for the election of directors from a plurality vote to a majority vote (Section 1.05); amend the advance notice provisions for stockholder nominations for directors and stockholder business proposals to expand the information required to be provided by the stockholder making the nomination or proposal and synchronize the notice deadlines with the federal proxy rules (Section 1.08 and former Section 1.09); change the age limit for appointment, nomination or election as a director from 75 years to 70 years (Section 2.02); and make other non-substantive and conforming changes. The foregoing description is qualified in its entirety by the text of the Amended and Restated Bylaws, a copy of which is attached hereto and filed as Exhibit 3.1.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

The following exhibits are filed herewith:

Exhibit No. -- Description

3.1 -- Huntington Bancshares Incorporated Amended and Restated Bylaws dated January 21, 2009.

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**SIGNATURES**

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

Huntington Bancshares Incorporated

*January 23, 2009*

*By: Richard A. Cheap*

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*Name: Richard A. Cheap*

*Title: Secretary*

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Exhibit Index

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
3.1	Huntington Bancshares Incorporated Amended and Restated Bylaws dated January 21, 2009.