

HUNTINGTON BANCSHARES INC/MD  
Form 8-K  
January 22, 2008

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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 16, 2008

Huntington Bancshares Incorporated

(Exact name of registrant as specified in its charter)

Maryland

0-2525

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.**

On January 16, 2008, the Board of Directors of Huntington Bancshares Incorporated (Huntington) approved a retention payment arrangement under which two of Huntington's named executive officers will be eligible to receive payment. Provided Daniel B. Benhase and Donald R. Kimble remain employed with Huntington through December 31, 2010, each will thereafter receive payment of \$400,000. In the event of a change in control, the retention payments will vest.

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

The Bylaws of Huntington Bancshares Incorporated (Huntington) were amended effective January 16, 2008 to remove Section 2.11, outlining the management succession plans related to Marty E. Adams and Thomas E. Hoaglin, which was added upon Huntington's completion of its acquisition of Sky Financial Group, Inc. Section 2.11 was described in Huntington's Current Report on Form 8-K dated July 1, 2007.

The Bylaws, as amended and restated, are filed as Exhibit 3.1 hereto.

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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 22, 2008*

*By: /s/ 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