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HUNTINGTON BANCSHARES INC/MD

Form 8-K

September 27, 2001

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): September 26, 2001

HUNTINGTON BANCSHARES
INCORPORATED
(Exact Name of Registrant as Specified in Charter)

Maryland
(State or Other
Jurisdiction of
Incorporation)

0-2525
(Commission File
Number)

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

Huntington Center, 41 South High Street, Columbus, Ohio
(Address of Principal Executive Offices)

43287
(Zip Code)

Registrant's telephone number, including area code: (614) 480-8300

NOT APPLICABLE
(Former Name or Former Address, if Changed Since Last Report)

Item 5. Other Events.

On September 26, 2001, Huntington Bancshares Incorporated ("Huntington") announced the sale of its Florida operations to SunTrust Banks, Inc. Information regarding the sale is contained in a press release issued by Huntington on September 26, 2001, a copy of which is attached as Exhibit 99.1 hereto and is hereby incorporated herein by reference.

Item 7. Financial Statements and Exhibits.

(c) The following exhibits are filed with this report:

| Exhibit Number | Description |
|----------------|--|
| 99.1 | Press Release issued September 26, 2001. |

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.

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HUNTINGTON BANCSHARES INCORPORATED

By: /s/ Richard A. Cheap

Name: Richard A. Cheap
Title: General Counsel and Secretary

Dated: September 27, 2001

Exhibit Index

| Exhibit Number | Description |
|----------------|--|
| 99.1 | Press Release issued September 26, 2001. |

Exhibit 99.1

FOR IMMEDIATE RELEASE

CONTACTS:

INVESTORS

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MEDIA

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HUNTINGTON BANCSHARES TO SELL FLORIDA OPERATIONS TO
SUNTRUST BANKS FOR \$705 MILLION IN CASH

CAPITAL RELEASED FROM FLORIDA SALE WILL BE USED TO
STRENGTHEN CAPITAL POSITION AND REPURCHASE SHARES

COLUMBUS, OHIO, SEPTEMBER 26, 2001 - Huntington Bancshares Incorporated (NASDAQ: HBAN) today announced that it has reached a definitive agreement to sell its Florida operations to SunTrust Banks, Inc. (NYSE: STI) for an amount expected to be approximately \$705 million in cash, based on a deposit premium of 15%. Huntington expects to recognize a pre-tax gain of approximately \$200 million.

Huntington's Florida franchise, which has \$4.7 billion in deposits and \$2.6 billion in loans, includes 141 banking offices and 456 ATMs concentrated in the central part of the state in such markets as Tampa/St. Petersburg, Orlando, Sarasota/Bradenton, Ft. Myers, Lakeland, Leesburg and Melbourne, as well as a processing center located in Lakeland. The sale does not include Huntington's trust and private banking offices in Naples and Stuart, its Florida mortgage

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origination platform, J. Rolfe Davis Insurance Agency, and the Florida origination platform of the indirect automobile financing business.

Huntington expects the Florida sale to be accretive to its 2002 earnings, in line with the range announced on July 12, 2001. The Florida sale, which is subject to regulatory approval and other customary conditions, is expected to close in the first quarter of 2002.

"We are pleased that we have reached an agreement for the sale of our Florida franchise that meets our strategic and financial objectives, particularly in light of the difficult economic outlook and lower interest rate environment," said Thomas E. Hoaglin, Chairman, President and Chief Executive Officer. "With this transaction, we will enhance our capital position as well as provide additional shareholder value through a significant share repurchase. The Florida sale is a key element of our recently announced restructuring plan, and we believe that this action - combined with our other planned initiatives - will allow us to concentrate our resources and attention on

growing our core Midwest franchise and help us to improve our financial performance and deliver increased value to shareholders."

Huntington will use approximately \$800 million in capital released from the sale of its Florida operations to strengthen Huntington's capital position, repurchase shares and for other corporate purposes. The Company expects to begin a major share repurchase program following the completion of the sale of its Florida operations.

Hoaglin added, "Our Florida franchise has strong growth potential, and SunTrust - which has an excellent understanding of these Florida communities and shares our relationship-based approach to local markets - is an ideal acquirer of this asset. We look forward to working closely with SunTrust to ensure a smooth transition for our customers and employees."

About Huntington

Through its affiliated companies, Huntington has more than 135 years of serving the financial needs of its customers. Today, Huntington provides innovative products and services through more than 500 offices in Florida, Indiana, Kentucky, Maryland, Michigan, New Jersey, Ohio, and West Virginia. Huntington also offers products and services online at www.huntington.com, through its technologically advanced, 24-hour telephone bank, and through its network of more than 1,400 ATMs.

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THIS PRESS RELEASE CONTAINS CERTAIN FORWARD-LOOKING STATEMENTS, INCLUDING CERTAIN PLANS, EXPECTATIONS, GOALS, AND PROJECTIONS, WHICH ARE SUBJECT TO NUMEROUS ASSUMPTIONS, RISKS, AND UNCERTAINTIES. ACTUAL RESULTS COULD DIFFER MATERIALLY FROM THOSE CONTAINED OR IMPLIED BY SUCH STATEMENTS FOR A VARIETY OF FACTORS INCLUDING: CHANGES IN ECONOMIC CONDITIONS; MOVEMENTS IN INTEREST RATES; CHANGES IN AGGREGATE DEPOSIT AMOUNTS; COMPETITIVE PRESSURES ON PRODUCT PRICING AND SERVICES; SUCCESS AND TIMING OF BUSINESS STRATEGIES; THE SUCCESSFUL INTEGRATION OF ACQUIRED BUSINESSES; THE NATURE, EXTENT, AND TIMING OF GOVERNMENTAL ACTIONS AND REFORMS; AND EXTENDED DISRUPTION OF VITAL INFRASTRUCTURE. ALL FORWARD-LOOKING STATEMENTS INCLUDED IN THIS NEWS RELEASE ARE BASED ON INFORMATION AVAILABLE AT THE TIME OF THE RELEASE. HUNTINGTON ASSUMES NO OBLIGATION TO UPDATE ANY FORWARD-LOOKING STATEMENT.

