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 March 31, 2000

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 221,991,163 shares of Registrant's without par value common stock outstanding on April 28, 2000.

HUNTINGTON BANCSHARES INCORPORATED

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PART I. FINANCIAL INFORMATION
1. FINANCIAL STATEMENTS (UNAUDITED)

CONSOLIDATED BALANCE SHEETS

<TABLE>
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(in thousands of dollars)	MARCH 31, 2000	DECEMBER 31, 1999	MARCH 31, 1999
<S>	<C>	<C>	<C>
ASSETS			
Cash and due from banks	$ 1,036,442	$1,208,004	$ 971,446
Interest bearing deposits in banks	6,241	6,558	8,143
Trading account securities	18,333	7,975	27,755
Federal funds sold and securities purchased under resale agreements	16,527	20,877	11,238
Loans held for sale	99,354	141,723	279,794
Securities available for sale - at fair value	4,495,873	4,870,203	5,367,871
Investment securities - fair value $18,121; $18,662; and $23,415, respectively	18,266	18,765	23,044
Total Loans (1)	20,531,039	20,668,437	19,731,593
Less allowance for loan losses	296,743	299,309	291,066
Net loans	20,234,296	20,369,128	19,440,527
Bank owned life insurance	774,584	765,399	400,000
Premises and equipment	429,793	438,871	441,426
Customers' acceptance liability	18,676	17,167	19,402
Accrued income and other assets	1,259,594	1,172,283	1,587,262
TOTAL ASSETS	$28,407,979	$29,036,953	$28,577,908
LIABILITIES AND SHAREHOLDERS' EQUITY			
Total Deposits (1)	$19,779,364	$19,792,603	$19,046,901
Short-term borrowings	1,576,745	2,121,989	2,884,722
Bank acceptances outstanding	18,676	17,167	19,402
Medium-term notes	3,139,150	3,254,150	2,864,900
Subordinated notes and other long-term debt	845,623	697,677	707,438
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	649,598	671,011	616,488
Total Liabilities	26,309,156	26,854,597	26,439,851
Shareholders' equity			
Preferred stock - authorized 6,617,808 shares; none issued or outstanding	--	--	--
Common stock - without par value; authorized 500,000,000 shares; issued 233,844,820, 233,844,820, and 212,596,344 shares, respectively; outstanding 221,982,428, 228,888,221, and 210,170,853 shares, respectively	2,284,616	2,284,956	2,134,818
Less 11,862,392, 4,956,599, and 2,425,491 treasury shares, respectively	(283,762)	(137,268)	(68,535)
Accumulated other comprehensive income	(90,559)	(94,093)	(18,220)
Retained earnings	188,528	128,761	89,994
Total Shareholders' Equity	2,098,823	2,182,356	2,138,057
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	$28,407,979	$29,036,953	$28,577,908

</TABLE>

(1) See page 11 for detail of total loans and total deposits.

See notes to unaudited consolidated financial statements.

CONSOLIDATED STATEMENTS OF INCOME

(in thousands of dollars, except per share amounts)	THREE MONTHS ENDED MARCH 31, 2000	1999
Interest and fee income		
Loans	$ 439,646	$ 410,181
Securities	73,151	78,852
Other	2,760	6,659
TOTAL INTEREST INCOME	515,557	495,692
Interest expense		
Deposits	182,649	156,305
Short-term borrowings	24,764	30,475
Medium-term notes	50,358	34,754
Subordinated notes and other long-term debt	17,095	14,637
TOTAL INTEREST EXPENSE	274,866	236,171
NET INTEREST INCOME	240,691	259,521
Provision for loan losses	15,701	25,305
NET INTEREST INCOME AFTER PROVISION FOR LOAN LOSSES	224,990	234,216
Total non-interest income (1)	125,694	109,872
Total non-interest expense (1)	200,106	202,106
INCOME BEFORE INCOME TAXES	150,578	141,982
Provision for income taxes	46,405	45,410
NET INCOME	$ 104,173	$ 96,572
PER COMMON SHARE (2)		
Net income		
Basic	$0.46	$0.42
Diluted	$0.46	$0.41
Cash dividends declared	$0.20	$0.18
AVERAGE COMMON SHARES (2)		
Basic	225,431,136	231,459,010
Diluted	226,489,959	233,405,712

(1) See page 12 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.

CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

(in thousands, except per share amounts)

	COMMON STOCK SHARES	COMMON STOCK AMOUNT	TREASURY STOCK SHARES	TREASURY STOCK AMOUNT	ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS)	RETAINED EARNINGS	TOTAL
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
Three Months Ended March 31, 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						96,572	96,572
Unrealized net holding losses on securities available for sale arising during the period					(42,913)		(42,913)
Total comprehensive income							53,659
Cash Dividends declared						(42,036)	(42,036)
Stock options exercised		(3,097)	153	4,384			1,287
Treasury shares purchased			(751)	(24,349)			(24,349)
Treasury shares sold to employee benefit plans			23	701			701
Balance, end of period	212,596	$2,134,818	(2,425)	($68,535)	($18,220)	$89,994	$2,138,057
THREE MONTHS ENDED MARCH 31, 2000:							
BALANCE, BEGINNING OF PERIOD	233,845	$2,284,956	(4,957)	($137,268)	($94,093)	$128,761	$2,182,356
Comprehensive Income:							
Net income						104,173	104,173
Unrealized net holding gains on securities available for sale arising during the period					3,534		3,534
Total comprehensive income							107,707
Cash dividends declared						(44,406)	(44,406)
Stock options exercised		(340)	17	509			169
Treasury shares purchased			(6,952)	(147,702)			(147,702)
Treasury shares sold to employee benefit plans			30	699			699
Balance, end of period	233,845	$2,284,616	(11,862)	($283,762)	($90,559)	$188,528	$2,098,823

</TABLE>

See notes to unaudited consolidated financial statements.

CONSOLIDATED STATEMENTS OF CASH FLOWS

<TABLE>
<CAPTION>

(in thousands of dollars)	THREE MONTHS ENDED MARCH 31, 2000	1999
<S>	<C>	<C>
OPERATING ACTIVITIES		
Net Income	$ 104,173	$ 96,572
Adjustments to reconcile net income to net cash provided by operating activities		
Provision for loan losses	15,701	25,305
Provision for depreciation and amortization	27,466	29,572
Deferred income tax expense	29,511	18,970
Increase in trading account securities	(10,358)	(23,916)
Decrease in mortgages held for sale	42,369	186,870
Securities gains and securitization losses, net	(14,555)	(2,310)
Increase in accrued income receivable	(13,579)	(2,781)
Net increase in other assets	(74,973)	(75,130)
Increase (decrease) in accrued expenses	2,648	(1,861)
Net (decrease) increase in other liabilities	(11,798)	695
NET CASH PROVIDED BY OPERATING ACTIVITIES	96,605	251,986
INVESTING ACTIVITIES		
Decrease in interest bearing deposits in banks	317	94,421
Proceeds from:		
Maturities and calls of investment securities	490	1,883
Maturities and calls of securities available for sale	50,476	245,678
Sales of securities available for sale	353,777	322,062
Purchases of securities available for sale	--	(1,219,206)
Proceeds from sales of loans	484,041	1,348
Net loan originations, excluding sales	(445,251)	(304,343)
Proceeds from sale of premises and equipment	1,223	--
Purchases of premises and equipment	(4,291)	(18,220)
Proceeds from sales of other real estate	2,919	2,794
NET CASH PROVIDED BY (USED FOR) INVESTING ACTIVITIES	443,701	(873,583)
FINANCING ACTIVITIES		
Decrease in total deposits	(13,236)	(675,856)
(Decrease) increase in short-term borrowings	(545,244)	668,078
Proceeds from issuance of long-term debt	150,000	--
Proceeds from issuance of medium-term notes	250,000	1,085,000
Payment of medium-term notes	(365,000)	(760,000)
Dividends paid on common stock	(45,904)	(42,158)
Repurchases of common stock	(147,702)	(24,349)
Proceeds from issuance of common stock	868	1,988
NET CASH (USED FOR) PROVIDED BY FINANCING ACTIVITIES	(716,218)	252,703
CHANGE IN CASH AND CASH EQUIVALENTS	(175,912)	(368,894)
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD	1,228,881	1,351,578
CASH AND CASH EQUIVALENTS AT END OF PERIOD	$ 1,052,969	$ 982,684

</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 Bancshares Incorporated's (Huntington) 1999 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 2000 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)	THREE MONTHS ENDED MARCH 31, 2000	1999
Unrealized holding gains (losses) arising during the period:		
Unrealized net gains (losses)	$ 30,118	$(64,066)
Related tax (expense) benefit	(10,487)	22,654
Net	19,631	(41,412)
Less: Reclassification adjustment for net gains realized during the period:		
Realized net gains	24,763	2,310
Related tax expense	(8,666)	(809)
Net	16,097	1,501
Total Other Comprehensive Income (Loss)	$ 3,534	$(42,913)

D. 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. The calculation of basic and diluted earnings per share for each of the periods ended March 31, is as follows:

(in thousands, except per share amounts)	THREE MONTHS ENDED MARCH 31, 2000	1999
Net Income	$104,173	$ 96,572
Average common shares outstanding	225,431	231,459
Dilutive effect of stock options	1,059	1,947
Diluted common shares outstanding	226,490	233,406

Earnings per share		
Basic	$0.46	$0.42
Diluted	$0.46	$0.41

</TABLE>

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

E. Securities Gains and Securitization Losses

Securities sales and a $500 million automobile loan securitization during the first quarter of 2000 netted gains of $14.6 million compared to securities gains of $2.3 million for the same period a year ago. Sales of a portion of Huntington's investment in S1 Corporation common stock generated gains of $32.2 million. Substantially offsetting these gains were net losses of $7.4 million related to the strategic sale of lower yielding securities and a $10.2 million loss recognized on the loan securitization. The low yielding securities sales and the securitization were completed as part of Huntington's balance sheet repositioning strategy to divest of lower yielding assets, reduce reliance on wholesale funding sources and mitigate the impact of future interest rate increases.

F. Acquisition

During February 2000, Huntington signed a definitive agreement to acquire Empire Banc Corporation, a $506 million one-bank holding company headquartered in Traverse City, Michigan. Huntington will issue its common stock at a ratio of 2.0355 shares for each outstanding share of Empire Banc common stock in a transaction that will be accounted for as a purchase. Approximately 6.5 million shares, all which were purchased on the open market in the first quarter 2000, will be reissued in connection with the transaction. The merger is expected to be completed by the end of the second quarter of 2000.

G. New Accounting Pronouncement

In June 1998, the Financial Accounting Standards Board 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 June 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.

H. Lines of Business

Listed below is certain financial information regarding Huntington's 2000 and 1999 results by line of business. For a detailed description of the individual segments, refer to Huntington's Management's Discussion and Analysis.

<TABLE>
<CAPTION>

THREE MONTHS ENDED MARCH 31, 2000						
INCOME STATEMENT (in thousands of dollars)	Retail Banking	Corporate Banking	Dealer Sales	Private Financial Group	Treasury/ Other	Huntington Consolidated

<S> <C> <C> <C> <C> <C> <C>

Net Interest Income (FTE)	$129,992	$62,270	$46,959	$ 7,768	$(4,141)	$242,848
Provision for Loan Losses	4,212	2,950	8,369	170	--	15,701
Non-Interest income	67,378	15,764	3,236	14,742	24,574	125,694
Non-Interest expense	136,972	27,608	12,709	13,720	9,097	200,106
Income Taxes/FTE Adjustment	17,877	15,107	9,291	2,742	3,545	48,562
Net income	$ 38,309	$32,369	$19,826	$ 5,878	$ 7,791	$104,173
Depreciation and Amortization	$ 9,766	$ 585	$ 324	$ 246	$16,545	$ 27,466
BALANCE SHEET (in millions of dollars)						
Average Identifiable Assets	$ 6,884	$ 6,854	$ 7,026	$ 605	$ 7,584	$ 28,953
Average Deposits	$ 16,520	$ 1,192	$ 66	$ 642	$ 1,371	$ 19,791
Capital Expenditures	$ 4	$ --	$ --	$ --	$ --	$ 4

</TABLE>

<TABLE>
<CAPTION>

THREE MONTHS ENDED MARCH 31, 1999

INCOME STATEMENT (in thousands of dollars)	Retail Banking	Corporate Banking	Dealer Sales	Private Financial Group	Treasury/ Other	Huntington Consolidated
<S>	<C>	<C>	<C>	<C>	<C>	<C>
Net Interest Income (FTE)	$136,903	$61,664	$44,860	$ 8,437	$10,161	$262,025
Provision for Loan Losses	11,486	2,958	10,679	182	--	25,305
Non-Interest income	66,693	13,780	426	13,840	15,133	109,872
Non-Interest expense	137,448	28,327	12,055	11,615	12,661	202,106
Income Taxes/FTE Adjustment	18,148	14,661	7,487	3,480	4,138	47,914
Net income	$ 36,514	$29,498	$15,065	$ 7,000	$ 8,495	$ 96,572
Depreciation and Amortization	$ 13,116	$ 532	$ 175	$ 359	$15,390	$ 29,572
BALANCE SHEET (in millions of dollars)						
Average Identifiable Assets	$ 7,566	$ 6,568	$ 5,851	$ 605	$ 7,832	$ 28,422
Average Deposits	$ 17,198	$ 906	$ 62	$ 613	$ 352	$ 19,131
Capital Expenditures	$ 5	$ 1	$ --	$ --	$ 12	$ 18

</TABLE>

Huntington views its operations as five distinct segments. Retail Banking, Corporate Banking, Dealer Sales, and the Private Financial Group are the company's major business lines. The fifth segment includes Huntington's Treasury function and other unallocated assets, liabilities, revenue, and expense. 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.

<TABLE>
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LOAN PORTFOLIO COMPOSITION

(in thousands of dollars)	MARCH 31, 2000	December 31, 1999	March 31, 1999
<S>	<C>	<C>	<C>
Commercial (unearned income $2,221; $2,550; $2,390)...........	$ 6,452,675	$ 6,300,414	$ 6,150,490
Real Estate			
Construction...	1,242,882	1,236,776	996,267
Commercial...	2,149,523	2,151,673	2,242,700
Consumer			
Loans (unearned income $5,305; $5,974; $7,714)............	6,373,627	6,793,295	6,812,242
Leases (unearned income $450,198; $410,239; $291,256)......	2,856,468	2,741,735	2,103,439
Residential Mortgage......................................	1,455,864	1,444,544	1,426,455
TOTAL LOANS...	$20,531,039	$20,668,437	$19,731,593

</TABLE>

<TABLE>
<CAPTION>

DEPOSIT COMPOSITION

(in thousands of dollars)	MARCH 31, 2000	December 31, 1999	March 31, 1999
<S>	<C>	<C>	<C>
Demand deposits			
Non-interest bearing....................................	$ 3,441,780	$ 3,418,100	$ 3,352,748
Interest bearing..	4,143,771	4,046,472	

			4,043,650
Savings deposits	3,748,170	3,793,423	3,924,658
Other domestic time deposits	5,709,132	5,637,842	5,876,672
TOTAL CORE DEPOSITS	17,042,853	16,895,837	17,197,728
Certificates of deposit of $100,000 or more	2,346,558	2,030,551	1,757,303
Foreign time deposits	389,953	866,215	91,870
TOTAL DEPOSITS	$19,779,364	$19,792,603	$19,046,901

</TABLE>

<TABLE>
<CAPTION>

ANALYSIS OF NON-INTEREST INCOME

(in thousands of dollars)	THREE MONTHS ENDED MARCH 31, 2000	1999	PERCENT CHANGE
<S>	<C>	<C>	<C>
Service charges on deposit accounts	$ 41,660	$ 35,776	16.4 %
Brokerage and insurance	15,284	11,543	32.4
Trust services	12,863	13,434	(4.3)
Electronic banking fees	9,849	8,038	22.5
Bank Owned Life Insurance income	9,186	9,390	(2.2)
Mortgage banking	8,515	15,958	(46.6)
Credit card fees	1,793	5,342	(66.4)
Other	11,989	8,081	48.4
TOTAL NON-INTEREST INCOME BEFORE NET SECURITIES GAINS AND SECURITIZATION LOSSES	111,139	107,562	3.3
Securities gains and securitization losses, net	14,555	2,310	N.M
TOTAL NON-INTEREST INCOME	$125,694	$109,872	14.4 %

</TABLE>

<TABLE>
<CAPTION>

ANALYSIS OF NON-INTEREST EXPENSE

(in thousands of dollars)	THREE MONTHS ENDED MARCH 31, 2000	1999	PERCENT CHANGE
<S>	<C>	<C>	<C>
Personnel and related costs	$102,344	$107,254	(4.6)%
Equipment	19,412	16,873	15.1
Net occupancy	19,135	13,917	37.5
Outside data processing and other services	15,002	15,392	(2.5)

Amortization of intangible assets	9,196	9,328	(1.4)
Marketing	7,993	6,496	23.0
Telecommunications	6,749	7,064	(4.5)
Printing and supplies	4,617	4,756	(2.9)
Legal and other professional services	4,500	4,744	(5.1)
Franchise and other taxes	2,438	4,387	(44.4)
Other	8,720	11,895	(26.7)
TOTAL NON-INTEREST EXPENSE	$200,106	$202,106	(1.0)%

</TABLE>

N.M. - Not Meaningful

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

INTRODUCTION

Huntington is a multi-state financial 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 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:

- changes in economic conditions and movements in interest rates;
- competitive pressures on product pricing and services;
- success and timing of business strategies and successful integration of acquired businesses;
- the nature, extent and timing of governmental actions and reforms; 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 first quarter of 2000 should be read in conjunction with the financial statements, notes and other information contained herein.

OVERVIEW

Huntington reported net income of $104.2 million for the first quarter of 2000 compared with $96.6 million for the same period last year. Diluted earnings per share grew 12% to $.46 compared to $.41 per share for the first three months of 1999. Return on average assets (ROA) improved to 1.45% from 1.38% a year ago while return on average equity (ROE) increased to 18.99%, versus 18.47% in the first quarter last year. Huntington's "cash basis" diluted earnings per share, which excludes the effect of goodwill amortization and amortization of other intangibles, reached $.49, compared with $.45 per share in the same period last year. Cash basis ROA and ROE, which are computed using cash basis earnings as a percentage of average tangible assets and average tangible equity, for the first quarter of 2000, were 1.58% and 29.01%, respectively. Huntington's efficiency ratio for the first quarter of 2000 was 53.93%.

Total assets at March 31, 2000 were $28.4 billion reflecting $830 million of asset sales completed during the first quarter of 2000. These sales included a $500 million automobile loan securitization and the sale of approximately $330 million of lower-yielding securities from Huntington's investment portfolio. These transactions are part of Huntington's balance sheet repositioning strategy to divest of lower yielding assets, reduce reliance on wholesale funding

sources and mitigate the impact of future interest rate increases. Proceeds from the sales were used to reduce wholesale borrowings. Excluding the impact of sales, average earning assets grew at an annualized rate of 6% from the fourth quarter of 1999. Average consumer loans grew at an annualized rate of 10%, led by automobile loans and leases and home equity loans at 9% and 21%, respectively. Commercial loans grew 10% on an annualized basis as well.

Core deposits at period end of $17.0 billion were relatively flat compared to both a year ago and year-end 1999. Short-term borrowings decreased $545 million from December 31, 1999 as proceeds from the asset sales were used to reduce Huntington's reliance on wholesale funding. Long-term debt increased from year-end 1999 as Huntington issued $150 million in regulatory capital qualifying subordinated notes during the recent quarter through its bank subsidiary.

LINES OF BUSINESS

Huntington views its operations as five distinct segments. Retail Banking, Corporate Banking, Dealer Sales, and the Private Financial Group are the company's major business lines. The fifth segment includes Huntington's Treasury function and other unallocated assets, liabilities, revenue, and expense. 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. This 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. Below is a brief description of each line of business and a discussion of the business segment results, which can be found in Note H to the unaudited consolidated financial statements.

Retail Banking - Retail Banking provides products and services to retail and business banking customers. This business unit's products include home equity loans, first mortgage loans, installment loans, small business loans, deposit products, as well as investment and insurance services. These products and services are offered through Huntington's traditional banking network, in-store branches, Direct Bank, and Web Bank.

Retail Banking net income was $38.3 million reflecting the full impact of the fourth quarter 1999 sale of Huntington's credit card portfolio previously recorded in this business unit. Adjusting for the impact of the credit card sale, Retail Banking earnings increased 21% compared to the first quarter of 1999 despite a higher cost of core deposits. Despite softening in mortgage banking origination and the impact of the credit card sale, non-interest income grew 7% compared with the same period last year. The increases were driven by record retail investment sales, service charge income and electronic banking fees. Non-interest expense decreased from a year ago as expense controls continued to be favorable, offset somewhat this quarter by promotional expenses related to the introduction of new deposit products into the marketplace. The effect of the credit card sale and lower charge-offs in other loan categories drove the reduction in provision expense compared to a year ago. This segment contributed 37% of Huntington's net income and comprised 31% of the organization's loan portfolio.

Corporate Banking - Customers in this segment represent the middle-market and large corporate banking relationships which use a variety of banking products and services including, but not limited to, commercial loans, asset based financing, international trade, and cash management. Huntington's capital markets division also provides alternative financing solutions for larger business clients, including privately placed debt, syndicated commercial lending, and the sale of interest rate protection products.

Corporate Banking grew 10% from the same period last year driven by a 14% increase in non-interest income. Continued strength was seen in fees related to cash management services and ancillary credit products. This segment contributed 31% of Huntington's net income and comprised 33% of the organization's loan portfolio.

Dealer Sales - Dealer Sales product offerings pertain to the automobile lending sector and include floor plan financing, as well as indirect consumer loans and leases. Indirect consumer loans and leases comprise the vast majority of the business and involve the financing of vehicles purchased by individuals through dealerships.

Net income was $19.8 million for the first quarter of 2000 compared to $15.1 million for last year's first quarter. Strong loan and lease originations drove net interest income higher. Additionally, the first quarter auto loan securitization provided provision benefit in the quarter. This business line constituted 19% of Huntington's net income for the quarter and 32% of its outstanding loans at the end of the period.

Private Financial Group - Huntington's Private Financial Group (PFG) provides an array of products and services designed to meet the needs of Huntington's higher wealth banking customers. Revenue is derived through the sale of personal trust, asset management, investment advisory, insurance, and deposit and loan products and services. PFG provides customers with "one-stop shopping" for all their financial needs.

Private Financial Group net income for the first quarter was $5.9 million compared to $7.0 million for the same period a year ago. This decline was due to higher interest cost on deposits and volume-related compensation expenses while non-interest income grew primarily through brokerage services revenue. This segment represented 6% of Huntington's total net income and 3% of total loans.

Treasury/Other - Huntington uses a match-funded transfer pricing system to allocate interest income and interest expense to its business segments. This approach consolidates the interest rate risk management of Huntington into its Treasury Group. As part of its overall interest rate risk and liquidity management strategy, the Treasury Group administers an investment portfolio of approximately $4.5 billion. Revenue and expense associated with these activities remain within the Treasury Group. Additionally, the Treasury/Other segment absorbs unassigned assets, liabilities, equity, revenue, and expense that cannot be directly assigned or allocated to one of Huntington's lines of business. Costs associated with intangibles that have not been allocated to the major business lines are also included in Other.

This segment had net income of $7.8 million compared to $8.5 million in the first quarter of 1999. The decline is related to lower net interest income as wholesale funding continued to become more costly. Balancing out this trend was a significant increase in non-interest income driven by securities gains of $32.2 million related to the sale of a portion of Huntington's investment in S1 Corporation common stock, offset by the loss realized from the sale of lower-yielding investment securities of $7.4 million and the $10.2 million loss on the automobile loan securitization.

RESULTS OF OPERATIONS

NET INTEREST INCOME

Net interest income of $240.7 million for the quarter reflects a full quarter decline in revenue related to Huntington's credit card portfolio, which was sold in the fourth quarter of 1999. Adjusting for the impact of this sale, net interest income declined $9.8 million or 4% from the same period last year. This decline relates to the effect of asset sales and a higher level of wholesale funding used to fund Huntington's asset growth. Recent Federal Reserve interest rate increases have significantly affected Huntington's funding costs, which increased 58 basis points compared with the same period last year resulting in spread compression between earning assets and interest bearing liabilities. The asset sales are part of Huntington's previously mentioned balance sheet repositioning strategy that, in addition to certain first quarter off-balance sheet transactions described in the INTEREST RATE RISK MANAGEMENT section of this report, mitigate Huntington's exposure to future interest rate increases. Huntington's net interest margin fell to 3.78% in the first three months of 2000 compared to 4.03% (adjusted for the impact of the credit card sale) in the first quarter of

1999. As previously mentioned, Huntington has taken steps to reposition its balance sheet to reduce its reliance on wholesale funding and lower its sensitivity to future interest rate increases.

PROVISION FOR LOAN LOSSES

The provision for loan losses is the charge to pre-tax 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 $15.7 million in the first quarter of 2000, essentially covering the net charge-offs for the quarter. This represents a decline from the same period last year as Huntington's overall charge-offs declined reflecting the benefit from the sale of the credit card portfolio and the impact of the first quarter $500 million automobile loan securitization. Annualized net charge-offs, as a percentage of average total loans were .35% for the recent three months, declining significantly from .52% one year ago. Improvement in net charge-offs, adjusted for the impact of the credit card sale, was 8 basis points, seen across all loan categories.

NON-INTEREST INCOME

Non-interest income, excluding net securities gains and securitization losses, was $111.1 million for the first quarter of 2000, compared with $107.6 million for the first three months of 1999. Adjusting for the credit card sale, non-interest income grew 8% from the same period last year. Service charges were $41.7 million representing a 16.4% increase from last year's first quarter. Huntington's strategic investments in technology continue to benefit earnings as electronic banking fees improved 23% to $9.8 million compared to the first quarter of 1999. In addition, momentum in investment product and insurance sales continued during first quarter as Huntington achieved a record level of quarterly brokerage and insurance income of $15.3 million, up 32% from the first three months of 1999. Quarterly mortgage banking income, on the other hand, declined $7.4 million from 1999 because of a decrease in loan refinancing combined with a strategic reduction in the mortgage servicing portfolio as Huntington continues to focus on core businesses.

Securities sales and the loan securitization during the first quarter of 2000 netted gains of $14.6 million compared to securities gains of $2.3 million for the same period a year ago. Sales of a portion of Huntington's investment in S1 Corporation common stock generated gains of $32.2 million. Substantially offsetting these gains were net losses of $7.4 million related to the strategic sale of lower yielding securities and a $10.2 million loss recognized on the loan securitization.

NON-INTEREST EXPENSE

Non-interest expense for the first quarter of 2000 was $200.1 million, versus $202.1 million one year ago representing the lowest level of expense since the first quarter of 1998. Expense levels for personnel and related costs, outside services, printing and supplies, telecommunications and legal and other professional services continue to benefit from the corporate-wide restructuring plan implemented in 1999 to improve operating efficiencies. Increased occupancy and equipment expense reflect technology improvements, banking office improvements and expansion, particularly in Florida, and the impact of the new operations center in Columbus.

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 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, 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 financial instruments, accounting for significant variables that are believed to 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, e.g. 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. While these assumptions are inherently uncertain, management assigns probabilities and, therefore, believes at any point in time that the model provides a reasonably accurate estimate of Huntington's interest rate risk exposure. Management reporting of this information is regularly shared with the Board of Directors.

At March 31, 2000, the results of Huntington's sensitivity analysis indicated that net interest income would be expected to decrease by approximately 1.0% if rates rose 100 basis points and would drop an estimated 2.2% in the event of a 200 basis point increase. If rates declined 100 and 200 basis points, Huntington would benefit 0.9% and 1.8%, respectively. Huntington's recent analysis shows a significant reduction in sensitivity to rising interest rates compared to year-end 1999. This reflects the impact of the first quarter sale/securitization of fixed-rate assets and related reduction in wholesale borrowings. In addition, Huntington entered into derivative contacts with a total notional amount of $2.7 billion, consisting of pay-fixed interest rate swap contracts and purchased interest rate caps, which also reduced the company's sensitivity to rising rates.

Active interest rate risk management necessitates the use of various types of off-balance sheet financial instruments, primarily interest rate swaps. Risk that is 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 are often preferable to similar cash instruments because, though performing identically, 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 March 31, 2000.

(Dollars in millions)	Notional Value	Average Maturity (years)	Market Value	Average Rate Receive	Average Rate Pay
ASSET CONVERSION SWAPS					
Receive fixed	$1,545	2.7	$(39.1)	6.06%	6.11%
Pay fixed	200	1.4	1.7	6.14%	6.31%
TOTAL ASSET CONVERSION SWAPS	$1,745	2.6	$(37.4)	6.06%	6.13%
LIABILITY CONVERSION SWAPS					
Receive fixed	$1,730	4.0	$(42.7)	6.35%	6.18%
Pay fixed	2,800	1.2	7.6	6.12%	6.61%
TOTAL LIABILITY CONVERSION SWAPS	$4,530	2.3	$(35.1)	6.21%	6.44%
BASIS PROTECTION SWAPS	$1,100	0.5	$ --	6.07%	6.12%

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. With respect to the variable rate information presented in the table above, management made no assumptions regarding future changes in interest rates.

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 with notional values of $485 million have embedded written LIBOR-based call options. 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 contractual amount of interest payments to be exchanged is based on the notional values of the swap portfolio. These notional values do not represent direct credit exposures. At March 31, 2000, Huntington's credit risk from interest rate swaps used for asset/liability management purposes was $52.8 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 and does not anticipate nonperformance in the future by any such counterparties.

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 $978 million at March 31, 2000. The credit exposure from these contracts is not material. Furthermore, 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. Generally, 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 $92.2 million at March 31, 2000, down $2.5 million from last year. As of the same dates, non-performing loans represented .38% and .39% of total loans, while non-performing assets as a percent of total loans and other real estate were .45% and .48%, respectively. Loans past due ninety days or more but continuing to accrue interest were $60.2 million at March 31, 2000, up from $51.0 million one year ago.

The allowance for loan losses (ALL) is maintained at a level considered appropriate by management, based on its estimate of possible 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 19% at the recent quarter end versus 11% one year ago. This increase is due primarily to the sale of Huntington's credit card portfolio in the fourth quarter of 1999.

The ALL reserve ratio was 1.45% at the recent quarter end compared with 1.48% at the end of last year's first quarter. As of March 31, 2000, 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 7.62% in the recent quarter, up from 7.46% in the same three months of last year.

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 7.22%, total risk-based capital ratio was 10.89%, and the leverage ratio was 6.45%, each of which improved from the same period-end a year ago and each 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.

During the first quarter of 2000, Huntington repurchased approximately 6.9 million shares of its common stock through open market and privately negotiated transactions. Huntington expects to reissue approximately 6.5 million shares in connection with the purchase acquisition of Empire Banc Corporation by the end of the second quarter of 2000. The 16.5 million-share authorization approved by the Board of Directors in the third quarter of 1998 is still in process of completion. As of March 31, 2000, approximately 5 million shares remained under the authorization. Repurchased shares are being reserved for reissue in connection with Huntington's dividend reinvestment and employee benefit plans as well as for stock dividends, acquisitions, and other corporate purposes.

PENDING ACQUISITION

During the first quarter of 2000, Huntington signed a definitive agreement to acquire Empire Banc Corporation, a $506 million one-bank holding company headquartered in Traverse City, Michigan. Huntington will issue its common stock at a ratio of 2.0355 shares for each outstanding share of Empire Banc common stock in a transaction that will be accounted for as a purchase. Approximately 6.5 million shares, all of which were purchased on the open market in the first quarter of 2000, will be reissued in connection with this transaction. Huntington expects to complete the merger by the end of the second quarter of 2000.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Quantitative and qualitative disclosures for the current period as well as changes in market risk exposures from disclosures presented in Huntington's Annual Report on Form 10-K for the year ended December 31, 1999 are found on pages 16 through 18.

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CONSOLIDATED FINANCIAL HIGHLIGHTS
(in thousands, except per share amounts)

<TABLE>
<CAPTION>

FOR THE THREE MONTHS ENDED MARCH 31,	2000	1999	% Change
<S>	<C>	<C>	<C>
NET INCOME..	$104,173	$ 96,572	7.9 %
PER COMMON SHARE AMOUNTS(1)			
Net income			
Basic..	$0.46	$0.42	9.5
Diluted......................................	$0.46	$0.41	12.2
Cash dividends declared...........................	$0.20	$0.18	11.1

AVERAGE COMMON SHARES OUTSTANDING-DILUTED(1)	226,490	233,406	(3.0)
KEY RATIOS			
Return on:			
Average total assets	1.45%	1.38%	5.1
Average shareholders' equity	18.99%	18.47%	2.8
Efficiency ratio	53.93%	52.16%	3.4
Average equity/average assets	7.62%	7.46%	2.1
Net interest margin	3.78%	4.18%	(9.6)
TANGIBLE OR "CASH BASIS" RATIOS(2)			
Net Income Per Common Share -- Diluted(1)	$0.49	$0.45	8.9
Return on:			
Average total assets	1.58%	1.52%	3.9
Average shareholders' equity	29.01%	29.58%	(1.9)

</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.

SECURITIES AVAILABLE FOR SALE - AMORTIZED COST & FAIR VALUES BY MATURITY AT MARCH 31, 2000 AND DECEMBER 31, 1999

<TABLE>
<CAPTION>

(in thousands of dollars)	MARCH 31, 2000		December 31, 1999	
	AMORTIZED COST	FAIR VALUE	Amortized Cost	Fair Value
<S>	<C>	<C>	<C>	<C>
U.S. Treasury				
Under 1 year	$ 800	$ 800	$ 801	$ 801
1-5 years	51,405	49,249	51,371	49,328
6-10 years	477,187	453,043	476,055	446,512
Over 10 years	413	423	--	--
Total	529,805	503,515	528,227	496,641
Federal agencies				
Mortgage-backed securities				
1-5 years	3	3	4	4
6-10 years	26,175	25,379	27,360	26,992
Over 10 years	1,610,049	1,534,103	1,638,047	1,574,336
Total	1,636,227	1,559,485	1,665,411	1,601,332
Other agencies				

1-5 years	789,003	754,799	789,008	760,251
6-10 years	497,781	465,048	498,790	469,696
Over 10 years	853,695	818,661	868,124	837,422
Total	2,140,479	2,038,508	2,155,922	2,067,369
Other				
Under 1 year	19,610	19,560	20,805	20,832
1-5 years	79,329	79,575	253,363	251,862
6-10 years	83,071	80,802	130,486	125,951
Over 10 years	137,610	128,001	251,333	239,975
Marketable equity securities	10,254	86,427	10,524	66,241
Total	329,874	394,365	666,511	704,861
Total Securities Available for Sale	$4,636,385	$4,495,873	$5,016,071	$4,870,203

</TABLE>

<TABLE>
<CAPTION>

LOAN LOSS EXPERIENCE

<S> <C> <C> <C> <C> <C>

	2000	1999			
(in thousands of dollars)	I Q	IV Q	III Q	II Q	I Q
ALLOWANCE FOR LOAN LOSSES, BEGINNING OF PERIOD	$299,309	$295,612	$293,274	$291,066	$290,948
Loan losses	(25,607)	(24,855)	(27,782)	(27,123)	(32,531)
Recoveries of loans previously charged off	7,340	8,512	8,044	8,305	7,344
Provision for loan losses	15,701	20,040	22,076	21,026	25,305
ALLOWANCE FOR LOAN LOSSES END OF PERIOD	$296,743	$299,309	$295,612	$293,274	$291,066
AS A % OF AVERAGE TOTAL LOANS					
Net loan losses--annualized	0.35%	0.32%	0.39%	0.38%	0.52%
Provision for loan losses--annualized	0.30%	0.39%	0.43%	0.42%	0.52%
Allowance for loan losses as a % of total loans	1.45%	1.45%	1.48%	1.46%	1.48%
Net loan loss coverage(1)	9.10X	11.12x	9.01x	9.37x	6.64x

</TABLE>

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

<TABLE>
<CAPTION>

NON-PERFORMING ASSETS AND PAST DUE LOANS

	2000	1999			
(in thousands of dollars)	I Q	IV Q	III Q	II Q	I Q
<S>	<C>	<C>	<C>	<C>	<C>
Non-accrual loans:					
Commercial...	$44,404	$42,958	$41,374	$37,840	$37,594
Real Estate					
Construction.....................................	7,696	10,785	6,154	7,877	7,540
Commercial.......................................	13,991	16,131	15,751	13,028	14,133
Residential Mortgage.................................	10,892	11,866	13,094	15,192	14,849
Total Nonaccrual Loans.........................	76,983	81,740	76,373	73,937	74,116
Renegotiated loans......................................	1,324	1,330	1,877	2,827	2,764
TOTAL NON-PERFORMING LOANS..............................	78,307	83,070	78,250	76,764	76,880
Other real estate, net..................................	13,904	15,171	15,072	16,839	17,853
TOTAL NON-PERFORMING ASSETS.............................	$92,211	$98,241	$93,322	$93,603	$94,733
NON-PERFORMING LOANS AS A % OF TOTAL LOANS......................................	0.38%	0.40%	0.39%	0.38%	0.39%
NON-PERFORMING ASSETS AS A % OF TOTAL LOANS AND OTHER REAL ESTATE................	0.45%	0.47%	0.47%	0.46%	0.48%
ALLOWANCE FOR LOAN LOSES AS A % OF NON-PERFORMING LOANS..................................	378.95%	360.31%	377.78%	382.05%	378.60%
ALLOWANCE FOR LOAN LOSSES AND OTHER REAL ESTATE AS A % OF NON-PERFORMING ASSETS................	316.30%	299.85%	315.82%	311.32%	305.33%
ACCRUING LOANS PAST DUE 90 DAYS OR MORE.................	$60,156	$61,287	$64,788	$54,305	$51,039

</TABLE>

Consolidated Average Balances and Interest Rates (Quarterly Data)

Fully Tax Equivalent Basis(1)	1ST QUARTER 2000		4th Quarter 1999	
	AVERAGE	YIELD/	Average	Yield/

(in millions of dollars)	BALANCE	RATE	Balance	Rate
ASSETS				
Interest bearing deposits in banks..	$ 6	3.69 %	$ 13	3.94 %
Trading account securities..........	14	6.26	14	6.35
Federal funds sold and securities purchased under resale agreements...................	23	6.11	31	6.10
Loans held for sale.................	109	7.59	135	7.45
Securities:				
Taxable.......................	4,515	6.14	4,854	6.15
Tax exempt....................	282	7.68	288	7.73
Total Securities.........	4,797	6.23	5,142	6.23
Loans:				
Commercial.....................	6,345	8.31	6,194	8.06
Real Estate				
Construction..............	1,238	8.38	1,182	8.19
Commercial................	2,156	8.35	2,185	8.18
Consumer				
Loans....................	6,837	8.29	6,876	8.27
Leases...................	2,773	6.65	2,633	6.55
Residential Mortgage.....	1,449	7.54	1,443	7.45
Total Consumer...........	11,059	7.78	10,952	7.75
Total Loans........................	20,798	8.04	20,513	7.91
Allowance for loan losses...........	306		309	
Net loans (2).......................	20,492	8.52	20,204	8.43
Total earning assets................	25,747	8.08 %	25,848	7.98 %
Cash and due from banks.............	1,058		1,024	
All other assets....................	2,454		2,434	
TOTAL ASSETS........................	$28,953		$28,997	
LIABILITIES AND SHAREHOLDERS' EQUITY				
Core deposits				
Non-interest bearing deposits..	$ 3,466		$ 3,460	
Interest bearing demand deposits...................	4,053	2.97 %	4,077	2.76 %
Savings deposits..............	3,645	3.80	3,768	3.61
Other domestic time deposits...	5,720	5.37	5,708	5.16
Total core deposits.......	16,884	4.22	17,013	4.01
Certificates of deposit of $100,000 or more.........................	2,258	5.83	1,893	5.60
Foreign time deposits..............	649	5.65	517	5.40
Total deposits................	19,791	4.50	19,423	4.24
Short-term borrowings..............	1,954	5.10	2,226	4.74
Medium-term notes..................	3,283	6.18	3,347	5.88
Subordinated notes and other long-term debt, including preferred capital securities..............	1,004	6.82	1,000	6.51
Total interest bearing liabilities................	22,566	4.90 %	22,536	4.64 %
All other liabilities..............	715		893	
Shareholders' equity...............	2,206		2,108	
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY............................	$28,953		$28,997	
Net interest rate spread...........		3.18 %		3.34 %
Impact of non-interest bearing funds on margin..................		0.60 %		0.60 %
NET INTEREST MARGIN.................		3.78 %		3.94 %

(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.

- --
Consolidated Average Balances and Interest Rates (Quarterly Data)

3rd Quarter 1999		2nd Quarter 1999		1st Quarter 1999	
Average Balance	Yield/ Rate	Average Balance	Yield/ Rate	Average Balance	Yield/ Rate
$ 8	3.64 %	$ 8	3.75 %	$ 8	4.93 %
7	5.64	15	5.41	18	5.20
20	5.39	19	4.86	18	5.64
169	7.27	269	6.96	359	6.75
4,846	6.14	4,914	5.99	4,926	6.05
295	7.76	303	7.90	304	8.17
5,141	6.24	5,217	6.10	5,230	6.17
6,066	7.90	6,182	7.73	6,067	7.90
1,103	8.13	1,012	7.92	957	8.14
2,215	8.14	2,306	8.15	2,236	8.21
7,093	8.29	6,907	8.25	6,873	8.38
2,365	6.75	2,175	6.72	2,015	6.94
1,421	7.47	1,420	7.54	1,415	7.58
10,879	7.85	10,502	7.84	10,303	7.99
20,263	7.91	20,002	7.84	19,563	7.99
301		297		299	
19,962	8.54	19,705	8.35	19,264	8.49
25,608	8.07 %	25,530	7.87 %	25,196	7.98 %
1,026		1,044		1,064	
2,468		2,454		2,461	
$28,801		$28,731		$28,422	
$ 3,509		$ 3,511		$ 3,505	
4,139	2.66 %	4,109	2.50 %	4,061	2.46 %
3,792	3.43	3,769	3.25	3,627	3.17
5,631	5.04	5,715	5.07	6,047	5.27
17,071	3.86	17,104	3.79	17,240	3.88
1,663	5.12	1,662	5.08	1,730	5.35
465	5.17	307	4.82	161	4.80
19,199	4.03	19,073	3.95	19,131	4.06
2,331	4.54	2,793	4.38	2,853	4.33
3,415	5.44	3,047	5.19	2,666	5.29
1,001	6.03	1,004	5.70	1,007	5.81
22,437	4.39 %	22,406	4.25 %	22,152	4.32 %
658		653		644	
2,197		2,161		2,121	
$28,801		$28,731		$28,422	
	3.68 %		3.62 %		3.66 %
	0.54 %		0.52 %		0.52 %
	4.22 %		4.14 %		4.18 %

- --
SELECTED QUARTERLY INCOME STATEMENT DATA

<TABLE>
<CAPTION>

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	2000	1999			
(in thousands of dollars, except per share amounts)	I Q	IV Q	III Q	II Q	I Q
TOTAL INTEREST INCOME................................	$515,557	$515,516	$ 516,294	$498,500	$495,692
TOTAL INTEREST EXPENSE...............................	274,866	262,854	247,863	237,352	236,171
NET INTEREST INCOME..................................	240,691	252,662	268,431	261,148	259,521
Provision for loan losses............................	15,701	20,040	22,076	21,026	25,305
NET INTEREST INCOME AFTER PROVISION FOR LOAN LOSSES..........................	224,990	232,622	246,355	240,122	234,216
Service charges on deposit accounts	41,660	42,774	41,700	36,065	35,776
Brokerage and insurance income.......................	15,284	13,373	14,620	12,540	11,543
Trust services	12,863	12,828	12,625	13,143	13,434
Electronic banking fees..............................	9,849	10,082	9,771	9,410	8,038
Bank Owned Life Insurance income.....................	9,186	9,390	9,390	9,390	9,390
Mortgage banking	8,515	9,426	14,282	17,224	15,958
Credit card fees.....................................	1,793	5,091	6,626	6,255	5,342
Other..	11,989	11,374	6,103	11,029	8,081
TOTAL NON-INTEREST INCOME BEFORE NET SECURITIES GAINS AND SECURITIZATION LOSSES..................	111,139	114,338	115,117	115,056	107,562
Securities gains and securitization losses, net.......	14,555	7,905	537	2,220	2,310
Gains on sale of credit card portfolios..............	--	108,530	--	--	--
TOTAL NON-INTEREST INCOME	125,694	230,773	115,654	117,276	109,872
Personnel and related costs..........................	102,344	100,654	104,730	107,263	107,254
Equipment	19,412	18,161	16,059	15,573	16,873
Net occupancy	19,135	17,890	16,799	13,563	13,917
Outside data processing and other services...........	15,002	15,642	15,929	15,923	15,392
Amortization of intangible assets....................	9,196	9,307	9,326	9,336	9,328
Marketing..	7,993	9,642	9,049	7,319	6,496
Telecommunications...................................	6,749	7,108	7,412	6,935	7,064
Printing and supplies................................	4,617	5,483	5,254	4,734	4,756
Legal and other professional services................	4,500	5,868	4,754	5,803	4,744
Franchise and other taxes............................	2,438	2,708	3,598	3,981	4,387
Other..	8,720	12,432	13,279	11,708	11,895

TOTAL NON-INTEREST EXPENSE BEFORE OTHER NON-RECURRING EXPENSES	200,106	204,895	206,189	202,138	202,106
Other non-recurring expenses	--	96,791	--	--	--
TOTAL NON-INTEREST EXPENSE	200,106	301,686	206,189	202,138	202,106
INCOME BEFORE INCOME TAXES	150,578	161,709	155,820	155,260	141,982
Provision for income taxes	46,405	46,769	50,233	50,285	45,410
NET INCOME	$104,173	$114,940	$ 105,587	$104,975	$ 96,572
PER COMMON SHARE(1)					
Net income					
Diluted	$0.46	$0.50	$0.46	$0.45	$0.41
Diluted - Cash Basis	$0.49	$0.53	$0.49	$0.48	$0.45
Cash Dividends Declared	$0.20	$0.20	$0.20	$0.18	$0.18
FULLY TAX EQUIVALENT MARGIN:					
Net Interest Income	$240,691	$252,662	$ 268,431	$261,148	$259,521
Tax Equivalent Adjustment(2)	2,157	2,249	2,280	2,390	2,504
Tax Equivalent Net Interest Income	$242,848	$254,911	$ 270,711	$263,538	$262,025

</TABLE>

(1) Adjusted for stock dividends and stock splits, as applicable.

(2) Calculated assuming a 35% tax rate.

STOCK SUMMARY, KEY RATIOS AND STATISTICS, AND REGULATORY CAPITAL DATA

QUARTERLY COMMON STOCK SUMMARY(1)

<TABLE>
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	2000	1999			
	I Q	IV Q	III Q	II Q	I Q
High	$24	$30 3/4	$33 7/8	$34	$30 7/16
Low	17 3/4	21 7/16	24 11/16	27 11/16	27 3/16
Close	22 3/8	23 7/8	26 9/16	31 13/16	28 1/8
Cash dividends declared	$0.20	$0.20	$0.20	$0.18	$0.18

</TABLE>

Note: Stock price quotations were obtained from Nasdaq.

KEY RATIOS AND STATISTICS

MARGIN ANALYSIS - AS A % OF AVERAGE EARNING ASSETS(2)	2000 I Q	1999 IV Q	1999 III Q	1999 II Q	1999 I Q
Interest Income	8.08%	7.98%	8.07%	7.87%	7.98%
Interest Expense	4.30%	4.04%	3.85%	3.73%	3.80%
Net Interest Margin	3.78%	3.94%	4.22%	4.14%	4.18%
RETURN ON					
Average total assets	1.45%	1.57%	1.45%	1.47%	1.38%
Average total assets - cash basis	1.58%	1.71%	1.59%	1.61%	1.52%
Average shareholders' equity	18.99%	21.64%	19.07%	19.48%	18.47%
Average shareholders' equity - cash basis	29.01%	33.69%	29.54%	30.61%	29.58%
Efficiency Ratio	53.93%	52.97%	51.02%	50.93%	52.16%

REGULATORY CAPITAL DATA

(in millions of dollars)	2000 I Q	1999 IV Q	1999 III Q	1999 II Q	1999 I Q
Total Risk-Adjusted Assets	$25,251	$25,298	$25,309	$24,829	$24,345
Tier 1 Risk-Based Capital Ratio	7.23%	7.52%	7.32%	7.29%	7.20%
Total Risk-Based Capital Ratio	10.90%	10.72%	10.62%	10.65%	10.70%
Tier 1 Leverage Ratio	6.45%	6.72%	6.58%	6.45%	6.32%

(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 2. Changes in securities and use of proceeds

(c) Unregistered shares

In conjunction with Deferred Compensation Agreements associated with the January 6, 1998, acquisition by Huntington of Pollock and Pollock, an insurance agency headquartered in Cleveland, Ohio ("Pollock"), Huntington issued 28,531 unregistered shares of Huntington common stock, without par value, to five shareholders of Pollock and Pollock on February 22, 2000. This is in addition to the shares of common stock previously issued to these shareholders in prior periods in connection with the acquisition. The issuance of shares in this transaction was deemed to be exempt from registration under the Securities Act of 1933, as amended, in reliance on Section 4(2) since this was a transaction by an issuer not involving a public offering.

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 -- previously filed as Exhibit 3(ii) to Quarterly Report on Form 10-Q for the quarter ended September 30, 1999, and incorporated herein by reference.

4. Instruments defining the Rights of Security Holders:

Reference is made to Articles Fifth, Eighth and Tenth of Articles of Restatement of Charter, as amended and supplemented.

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 January 13, 2000, was filed under report item numbers 5 and 7, concerning Huntington's results of operations for the fourth quarter and year ended December 31, 1999.

2. A report on Form 8-K, dated March 3, 2000, was filed under report item numbers 5 and 7, involving the announcement that Judith D. Fisher, Vice Chairman, elected to leave Huntington.

3. A report on Form 8-K, dated March 13, 2000, was filed under report item number 5, concerning Huntington's election to become a financial holding company under the provisions of Title I of the Gramm-Leach-Bliley Act.

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 thereunto duly authorized.

Huntington Bancshares Incorporated

(Registrant)

Date: May 12, 2000

/s/ Richard A. Cheap

Richard A. Cheap
General Counsel and Secretary

Date: May 12, 2000

/s/ Anne W. Creek

Anne W. Creek
Executive Vice President,
Chief Financial Officer and Treasurer
(Principal Financial Officer and
Principal Accounting Officer)

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THE SCHEDULE CONTAINS SUMMARY FINANCIAL INFORMATION EXTRACTED FROM HUNTINGTON BANCHSARES INCORPORATED'S QUARTERLY REPORT ON FORM 10Q FOR THE QUARTER ENDED MARCH 31, 2000, AND IS QUALIFIED IN ITS ENTIRETY BY REFERENCE TO SUCH FINANCIAL STATEMENTS.
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</TABLE>

Exhibit 99

HUNTINGTON BANCSHARES INCORPORATED
RATIO OF EARNINGS TO FIXED CHARGES

	THREE MONTHS ENDED MARCH 31, 2000	THREE MONTHS ENDED MARCH 31, 1999
EXCLUDING INTEREST ON DEPOSITS		
Income before taxes	$150,578	$141,982
Fixed charges:		
Interest expense	92,217	79,866
Interest factor of rent expense	3,605	2,465
Total fixed charges	95,822	82,331
Earnings	$246,400	$224,313
Fixed charges	$ 95,822	$ 82,331
RATIO OF EARNINGS TO FIXED CHARGES	2.57 X	2.72 X
INCLUDING INTEREST ON DEPOSITS		
Income before taxes	$150,578	$141,982
Fixed charges:		
Interest expense	274,866	236,171
Interest factor of rent expense	3,605	2,465
Total fixed charges	278,471	238,636
Earnings	$429,049	$380,618
Fixed charges	$278,471	$238,636
RATIO OF EARNINGS TO FIXED CHARGES	1.54 X	1.59 X