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 June 30, 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 251,330,858 shares of Registrant's without par value common stock outstanding on July 31, 2000.

HUNTINGTON BANCSHARES INCORPORATED

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</TABLE>

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

CONSOLIDATED BALANCE SHEETS

<TABLE>
<CAPTION>

(in thousands of dollars)	JUNE 30, 2000	December 31, 1999	June 30, 1999
<S>	<C>	<C>	<C>
ASSETS			
Cash and due from banks	$ 1,139,025	$ 1,208,004	$ 996,065
Interest bearing deposits in banks	4,976	6,558	7,978
Trading account securities	24,310	7,975	12,058
Federal funds sold and securities purchased under resale agreements	137,203	20,877	10,233
Mortgages held for sale	100,900	141,723	236,260
Securities available for sale - at fair value	4,357,699	4,870,203	4,573,160
Investment securities - fair value $17,254; $18,662; and $21,350, respectively	17,609	18,765	21,307
Total loans (1)	20,522,443	20,668,437	20,152,698
Less allowance for loan losses	296,891	299,309	293,274
Net loans	20,225,552	20,369,128	19,859,424
Bank owned life insurance	784,070	765,399	746,618
Premises and equipment	439,007	438,871	443,485
Customers' acceptance liability	13,532	17,167	14,948
Accrued income and other assets	1,340,480	1,172,283	1,239,544
TOTAL ASSETS	$ 28,584,363	$ 29,036,953	$ 28,161,080
LIABILITIES AND SHAREHOLDERS' EQUITY			
Total deposits (1)	$ 19,758,934	$ 19,792,603	$ 18,933,161
Short-term borrowings	1,720,611	2,121,989	2,275,980
Bank acceptances outstanding	13,532	17,167	14,948
Medium-term notes	2,939,150	3,254,150	3,199,900
Subordinated notes and other long-term debt	870,756	697,677	700,518
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	714,726	671,011	590,371
Total Liabilities	26,317,709	26,854,597	26,014,878
Shareholders' equity			
Preferred stock - authorized 6,617,808 shares; none 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 228,502,954, 228,888,221, and 209,710,432 shares, respectively	2,253,224	2,284,956	2,134,033
Treasury stock	(122,245)	(137,268)	(85,202)
Accumulated other comprehensive income	(105,987)	(94,093)	(55,564)
Retained earnings	241,662	128,761	152,935
Total Shareholders' Equity	2,266,654	2,182,356	2,146,202
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	$ 28,584,363	$ 29,036,953	$ 28,161,080

</TABLE>

(1) See page 12 for detail on total loans and total deposits.

See notes to unaudited consolidated financial statements.

<TABLE>
<CAPTION>

CONSOLIDATED STATEMENTS OF INCOME

(in thousands of dollars, except per share amounts)	THREE MONTHS ENDED JUNE 30, 2000	THREE MONTHS ENDED JUNE 30, 1999	SIX MONTHS ENDED JUNE 30, 2000	SIX MONTHS ENDED JUNE 30, 1999
<S>	<C>	<C>	<C>	<C>
Interest and fee income				
Loans	$448,597	$415,451	$ 888,243	$825,632
Securities	66,891	77,879	140,042	156,731
Other	4,008	5,170	6,768	11,829
TOTAL INTEREST INCOME	519,496	498,500	1,035,053	994,192
Interest expense				
Deposits	192,213	153,168	374,862	309,473
Short-term borrowings	25,216	30,528	49,980	61,003
Medium-term notes	48,839	39,353	99,197	74,107
Subordinated notes and other long-term debt	20,422	14,303	37,517	28,940
TOTAL INTEREST EXPENSE	286,690	237,352	561,556	473,523
NET INTEREST INCOME	232,806	261,148	473,497	520,669
Provision for loan losses	15,834	21,026	31,535	46,331
NET INTEREST INCOME AFTER PROVISION FOR LOAN LOSSES	216,972	240,122	441,962	474,338
Total non-interest income (1)	115,664	117,276	241,358	227,148
Total non-interest expense (1)	198,076	202,138	398,182	404,244
INCOME BEFORE INCOME TAXES	134,560	155,260	285,138	297,242
Provision for income taxes	37,039	50,285	83,444	95,695
NET INCOME	$ 97,521	$104,975	$ 201,694	$201,547
PER COMMON SHARE (2)				
Net income				
Basic	$ 0.40	$ 0.41	$ 0.82	$ 0.79
Diluted	$ 0.40	$ 0.41	$ 0.82	$ 0.79
Cash dividends declared	$ 0.18	$ 0.16	$ 0.36	$ 0.32
AVERAGE COMMON SHARES (2)				
Basic	244,834,775	254,073,478	246,404,512	254,339,195
Diluted	245,651,908	256,469,450	247,431,449	256,606,398

</TABLE>

(1) See page 13 for detail of non-interest income and non-interest expense.
(2) Adjusted for the ten percent stock dividend distributed July 31, 2000.

See notes to unaudited consolidated financial statements.

Consolidated Statements of Changes in Shareholders' Equity

<TABLE>
<CAPTION>

(IN THOUSANDS, EXCEPT PER SHARE AMOUNTS)	COMMON STOCK		TREASURY STOCK		ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS)	RETAINED EARNINGS
	SHARES	AMOUNT	SHARES	AMOUNT		

							TOTAL
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
Six Months Ended June 30, 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						201,547	201,547
Unrealized net holding losses on securities available for sale arising during the period					(80,257)		(80,257)
Total comprehensive income							121,290
Cash Dividends declared						(84,070)	(84,070)
Stock options exercised		(3,882)	227	6,221			2,339
Treasury shares purchased			(1,287)	(42,861)			(42,861)
Treasury shares sold to employee benefit plans			24	709			709
Balance, end of period	212,596	$2,134,033	(2,886)	$ (85,202)	$ (55,564)	$152,935	$2,146,202
SIX MONTHS ENDED JUNE 30, 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						201,694	201,694
Unrealized net holding losses on securities available for sale arising during the period					(11,894)		(11,894)
Total comprehensive income							189,800
Stock issued for acquisition		(29,399)	6,480	160,060			130,661
Cash dividends declared						(88,793)	(88,793)
Stock options exercised		(2,333)	76	2,483			150
Treasury shares purchased			(6,971)	(148,219)			(148,219)
Treasury shares sold to employee benefit plans			30	699			699
Balance, end of period	233,845	$2,253,224	(5,342)	$(122,245)	$(105,987)	$241,662	$2,266,654

</TABLE>

See notes to unaudited consolidated financial statements.

CONSOLIDATED STATEMENTS OF CASH FLOWS

<TABLE>
<CAPTION>

	SIX MONTHS ENDED JUNE 30,	
(in thousands of dollars)	2000	1999
<S>	<C>	<C>
OPERATING ACTIVITIES		
Net Income	$ 201,694	$ 201,547
Adjustments to reconcile net income to net cash provided by operating activities		
Provision for loan losses	31,535	46,331
Provision for depreciation and amortization	56,204	59,294
Deferred income tax expense	39,319	20,432
Increase in trading account securities	(16,335)	(8,219)
Decrease in mortgages held for sale	40,823	230,404
Gains on sales of securities available for sale	(24,866)	(4,530)
Losses on loan securitizations	4,118	--
Increase in accrued income receivable	(11,529)	(12,849)
Net increase in other assets	(82,422)	(81,392)
Increase in accrued expenses	57,492	796
Decrease in other liabilities	(16,247)	(8,724)
NET CASH PROVIDED BY OPERATING ACTIVITIES	279,786	443,090
INVESTING ACTIVITIES		
Decrease in interest bearing deposits in banks	1,582	94,586
Proceeds from		
Maturities and calls of investment securities	1,140	3,610
Maturities and calls of securities available for sale	114,696	425,168
Sales of securities available for sale	936,238	1,537,067
Purchases of securities available for sale	(73,961)	(1,875,651)
Proceeds from securitizations/sales of loans	984,041	2,853
Net loan originations, excluding sales	(925,589)	(745,835)
Proceeds from sale of premises and equipment	2,014	2,783
Purchases of premises and equipment	(23,062)	(37,704)
Net cash received in purchase acquisition	20,283	--
Proceeds from sales of other real estate	6,461	5,727
NET CASH PROVIDED BY (USED FOR) INVESTING ACTIVITIES	1,043,843	(587,396)
FINANCING ACTIVITIES		
Decrease in total deposits	(462,232)	(789,583)
(Decrease) increase in short-term borrowings	(411,378)	59,336
Proceeds from issuance of long-term debt	150,000	-

Maturity of long-term debt	--	(7,000)
Proceeds from issuance of medium-term notes	275,000	1,675,000
Payment of medium-term notes	(590,000)	(1,015,000)
Dividends paid on common stock	(90,302)	(83,914)
Repurchases of common stock	(148,219)	(42,861)
Proceeds from issuance of common stock	849	3,048
NET CASH USED FOR FINANCING ACTIVITIES	1,276,282)	(200,974)
CHANGE IN CASH AND CASH EQUIVALENTS	47,347	(345,280)
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD	1,228,881	1,351,578
CASH AND CASH EQUIVALENTS AT END OF PERIOD	$1,276,228	$ 1,006,298

</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. New Accounting Pronouncements

In June 1998, the Financial Accounting Standards Board issued Statement No. 133, "Accounting for Derivative Instruments and Hedging Activities". This Statement (as amended by Statements No. 137 and No. 138) 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.

D. Acquisition

Huntington acquired Empire Banc Corporation (Empire), a $506 million one-bank holding company headquartered in Traverse City, Michigan, on June 23, 2000. Huntington reissued approximately 6.5 million shares of common stock, all of which were purchased on the open market during the first quarter 2000, in exchange for all of the common stock of Empire. The transaction was accounted for as a purchase; accordingly, the results of Empire have been included in the unaudited consolidated financial statements from the date of acquisition.

E. 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 June 30, is as follows:

<TABLE>
<CAPTION>

	THREE MONTHS ENDED JUNE 30,		SIX MONTHS ENDED JUNE 30,	
(in thousands, except per share amounts)	2000	1999	2000	1999
<S>	<C>	<C>	<C>	<C>
Net Income	$ 97,521	$104,975	$201,694	$201,547
Average common shares outstanding	244,835	254,073	246,405	254,339
Dilutive effect of stock options	817	2,396	1,026	2,267
Diluted common shares outstanding	245,652	256,469	247,431	256,606
Earnings per share				
Basic	$ 0.40	$ 0.41	$ 0.82	$ 0.79
Diluted	$ 0.40	$ 0.41	$ 0.82	$ 0.79

</TABLE>

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

F. Comprehensive Income

Comprehensive Income includes net income as well as certain items that are reported directly within a separate component of stockholders' equity that bypasses 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:

<TABLE>
<CAPTION>

	Three Months Ended June 30,		Six Months Ended June 30,	
(in thousands)	2000	1999	2000	1999
<S>	<C>	<C>	<C>	<C>
Unrealized holding (losses) gains arising during the period:				
Unrealized net (losses) gains	$(23,489)	$(55,749)	$ 6,629	

				$(119,815)
Related tax benefit (expense)	8,127	19,848	(2,360)	42,502
Net	(15,362)	(35,901)	4,269	(77,313)
Less: Reclassification adjustment for net gains realized during the period:				
Realized net gains	103	2,220	24,866	4,530
Related tax expense	(37)	(777)	(8,703)	(1,586)
Net	66	1,443	16,163	2,944
Total Other Comprehensive Income (Loss)	$(15,428)	$(37,344)	$(11,894)	$ (80,257)

</TABLE>

G. 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 JUNE 30, 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)	$134,755	$63,261	$47,242	$ 8,038	$(18,416)	$234,880
Provision for Loan Losses	3,936	1,141	10,464	293	--	15,834
Non-Interest income	71,278	14,570	6,978	11,925	10,913	115,664
Non-Interest expense	138,404	26,653	12,352	11,799	8,868	198,076
Income Taxes/FTE Adjustment	21,357	16,777	8,029	2,640	(9,690)	39,113
Net income	$ 42,336	$33,260	$23,375	$ 5,231	$ (6,681)	$ 97,521
Depreciation and Amortization	$ 8,495	$ 637	$ 260	$ 272	$ 19,074	$ 28,738
BALANCE SHEET (in millions of dollars)						
Average Identifiable Assets	$ 6,903	$ 7,067	$ 6,785	$ 581	$ 7,238	$ 28,574
Average Deposits	$ 16,309	$ 1,481	$ 80	$ 655	$ 1,150	

						$ 19,675
Capital Expenditures	$ 11	$ 2	$ 3	$ --	$ 3	$ 19

</TABLE>

<TABLE>
<CAPTION>

THREE MONTHS ENDED JUNE 30, 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)	$141,892	$60,485	$45,700	$ 8,287	$ 7,174	$263,538
Provision for Loan Losses	9,594	1,244	9,980	208	--	21,026
Non-Interest income	76,798	15,508	611	12,959	11,400	117,276
Non-Interest expense	129,053	29,082	11,719	11,259	21,025	202,138
Income Taxes/FTE Adjustment	26,742	15,257	8,223	3,267	(814)	52,675
Net income	$ 53,301	$30,410	$16,389	$ 6,512	$(1,637)	$104,975
Depreciation and Amortization	$ 12,174	$ 778	$ 205	$ 277	$16,288	$ 29,722
BALANCE SHEET (in millions of dollars)						
Average Identifiable Assets	$ 7,731	$ 6,685	$ 6,048	$ 565	$ 7,702	$ 28,731
Average Deposits	$ 16,902	$ 982	$ 66	$ 613	$ 510	$ 19,073
Capital Expenditures	$ 4	$ 1	$ --	$ --	$ 15	$ 20

</TABLE>

<TABLE>
<CAPTION>

SIX MONTHS ENDED JUNE 30, 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)	$264,621	$125,993	$ 94,175	$15,724	$(22,785)	$477,728
Provision for Loan Losses	8,148	4,092	18,833	462	--	31,535
Non-Interest income	138,619	31,120	10,214	25,314	36,091	241,358
Non-Interest expense	274,360	55,800	24,781	24,168	19,073	398,182

Income Taxes/FTE Adjustment	39,371	31,704	17,319	5,351	(6,069)	87,675
	--------	--------	--------	-------	--------	--------
Net income	$ 81,361	$ 65,517	$ 43,456	$11,057	$ 302	$201,694
	========	========	========	=======	========	========
Depreciation and Amortization	$ 18,170	$ 1,265	$ 462	$ 584	$ 35,723	$ 56,204
	========	========	========	=======	========	========
BALANCE SHEET (in millions of dollars)						
Average Identifiable Assets	$ 6,893	$ 6,961	$ 6,907	$ 593	$ 7,411	$ 28,765
Average Deposits	$ 16,397	$ 1,353	$ 73	$ 649	$ 1,261	$ 19,733
Capital Expenditures	$ 15	$ 2	$ 3	$ --	$ 3	$ 23

</TABLE>

<TABLE>
<CAPTION>

SIX MONTHS ENDED JUNE 30, 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)	$278,660	$122,314	$90,560	$16,695	$17,334	$525,563
Provision for Loan Losses	21,077	4,204	20,660	390	--	46,331
Non-Interest income	143,484	29,994	1,036	25,233	27,401	227,148
Non-Interest expense	268,801	57,952	23,968	22,612	30,911	404,244
Income Taxes/FTE Adjustment	44,045	30,021	15,640	6,302	4,581	100,589
	--------	--------	-------	-------	-------	--------
Net income	$ 88,221	$ 60,131	$31,328	$12,624	$ 9,243	$201,547
	========	========	=======	=======	=======	========
Depreciation and Amortization	$ 25,290	$ 1,310	$ 380	$ 636	$31,678	$ 59,294
	========	========	=======	=======	=======	========
BALANCE SHEET (in millions of dollars)						
Average Identifiable Assets	$ 7,649	$ 6,627	$ 5,950	$ 585	$ 7,766	$ 28,577
Average Deposits	$ 17,049	$ 944	$ 64	$ 613	$ 432	$ 19,102
Capital Expenditures	$ 9	$ 2	$ --	$ --	$ 27	$ 38

</TABLE>

H. Securities Sales and Loan Securitizations

During the first six months of 2000, Huntington realized securities gains of $24.9 million compared with $4.5 million in 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 and $20.0 million during the first and second quarters of 2000, respectively. Substantially offsetting these gains, were first quarter 2000 losses of $7.4 million and second quarter 2000 losses of $19.9 million related to the strategic sales of $810 million of lower yielding securities.

During the first six months of 2000, Huntington recognized net losses of $4.1 million on automobile loan securitizations. Huntington securitized $500 million of automobile loans during first quarter 2000 recognizing a loss of $10.2 million and securitized another $550 million in the second quarter 2000 at a gain of $6.1 million. These results are included in the "Securitization income" component of non-interest income in addition to ongoing income for loan servicing.

Huntington also securitized $280 million of residential mortgage loans during the second quarter 2000. Huntington retained all of the resulting securities and accordingly, reclassified the securitized amount from loans to securities available for sale.

FINANCIAL REVIEW

LOAN PORTFOLIO COMPOSITION

(in thousands of dollars)	JUNE 30, 2000	December 31, 1999	June 30, 1999
Commercial (unearned income $1,958; $2,550; $3,378)	$ 6,552,186	$ 6,300,414	$ 6,185,228
Real Estate			
Construction	1,277,718	1,236,776	1,040,861
Commercial	2,186,768	2,151,673	2,255,103
Consumer			
Loans (unearned income $4,933; $5,974; $6,733)	6,230,548	6,793,295	6,995,724
Leases (unearned income $470,868; $410,239; $318,263)	2,930,547	2,741,735	2,257,692
Residential Mortgage	1,344,676	1,444,544	1,418,090
TOTAL LOANS	$20,522,443	$20,668,437	$20,152,698

DEPOSIT COMPOSITION

(in thousands of dollars)	JUNE 30, 2000	December 31, 1999	June 30, 1999
Demand deposits			
Non-interest bearing	$ 3,498,325	$ 3,418,100	$ 3,445,530
Interest bearing	4,373,313	4,046,472	4,103,066
Savings deposits	3,670,456	3,793,423	3,979,230
Certificates of deposit			
Less than $100,000	5,847,359	5,547,266	5,285,249
$100,000 or more	915,614	932,662	950,100
TOTAL CORE DEPOSITS	18,305,067	17,737,923	17,763,175
Other domestic time deposits of $100,000 or more	1,048,382	1,188,465	773,541
Foreign time deposits	405,485	866,215	396,445
TOTAL DEPOSITS	$19,758,934	$19,792,603	$18,933,161

FINANCIAL REVIEW

ANALYSIS OF NON-INTEREST INCOME

(in thousands of dollars)	THREE MONTHS ENDED JUNE 30, 2000	1999	PERCENT CHANGE	SIX MONTHS ENDED JUNE 30, 2000	1999	PERCENT CHANGE
Service charges on deposit accounts	$ 40,097	$ 36,065	11.2 %	$ 81,757	$ 71,841	13.8 %
Brokerage and insurance income	13,945	12,540	11.2	29,229	24,083	21.4
Trust services	13,165	13,143	0.2	26,028	26,577	(2.1)
Electronic banking fees	11,250	9,410	19.6	21,099	17,448	20.9
Bank Owned Life Insurance income	9,486	9,390	1.0	18,672	18,780	(0.6)
Mortgage banking	8,122	17,224	(52.8)	16,637	33,182	(49.9)
Securitization income	6,488	--	N.M.	(3,720)	--	N.M.
Credit card fees	1,340	6,255	(78.6)	3,133	11,597	(73.0)
Other	11,668	11,029	5.8	23,657	19,110	23.8
TOTAL NON-INTEREST INCOME BEFORE SECURITIES GAINS	115,561	115,056	0.4	216,492	222,618	(2.8)
Securities gains	103	2,220	N.M.	24,866	4,530	N.M.
TOTAL NON-INTEREST INCOME	$115,664	$117,276	(1.4)%	$241,358	$227,148	6.3 %

</TABLE>

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ANALYSIS OF NON-INTEREST EXPENSE

(in thousands of dollars)	THREE MONTHS ENDED JUNE 30, 2000	1999	PERCENT CHANGE	SIX MONTHS ENDED JUNE 30, 2000	1999	PERCENT CHANGE
Personnel and related costs	$104,133	$107,263	(2.9)%	$206,477	$214,517	(3.8)%
Equipment	18,863	15,573	21.1	38,275	32,446	18.0
Net occupancy	18,613	13,563	37.2	37,748	27,480	37.4
Outside data processing and other services	15,336	15,923	(3.7)	30,338	31,315	(3.1)
Amortization of intangible assets	9,206	9,336	(1.4)	18,402	18,664	(1.4)
Marketing	7,742	7,319	5.8	15,735	13,815	13.9
Telecommunications	6,472	6,935	(6.7)	13,221	13,999	(5.6)

Printing and supplies	4,956	4,734	4.7	9,573	9,490	0.9
Legal and other professional services	4,815	5,803	(17.0)	9,315	10,547	(11.7)
Franchise and other taxes	2,635	3,981	(33.8)	5,073	8,368	(39.4)
Other	5,305	11,708	(54.7)	14,025	23,603	(40.6)
	--------	--------		--------	--------	
TOTAL NON-INTEREST EXPENSE	$198,076	$202,138	(2.0)%	$398,182	$404,244	(1.5)%
	========	========		========	========	

</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, which 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 business and economic conditions; movements in interest rates; competitive pressures on product pricing and services; success and timing of business strategies; 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 second quarter of 2000 should be read in conjunction with the financial statements, notes, and other information contained herein.

ACQUISITION

Huntington acquired Empire Banc Corporation (Empire), a $506 million one-bank holding company headquartered in Traverse City, Michigan, on June 23, 2000. Huntington reissued approximately 6.5 million shares of common stock, all of which were purchased on the open market during the first quarter 2000, in exchange for all of the common stock of Empire. The transaction was accounted for as a purchase; accordingly, the results of Empire have been included in the unaudited consolidated financial statements from the date of acquisition. Total loans and deposits increased $395 million and $435 million, respectively, as a result of the merger.

OVERVIEW

Huntington reported net income of $97.5 million for the second quarter of 2000 versus $105.0 million for 1999. Diluted earnings per share decreased slightly to $.40 in second quarter 2000 compared with $.41 a year ago. For the first six months of the year, net income was $201.7 million, or $.82 per diluted share, representing a 4% increase from the first half of 1999. All per

share data have been adjusted for the ten-percent stock dividend distributed

July 31, 2000. Huntington's return on average assets (ROA) was 1.37% and 1.41% in the recent three and six-month periods while its return on average equity (ROE) totaled 17.79% and 18.39%.

Huntington's "cash basis" diluted earnings per share, which excludes the effect of amortization of goodwill and other intangibles, was $.43 for the quarter just ended, compared with $.44 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 second quarter of 2000, were 1.51% and 27.26%, respectively. For the first six months of the year, cash basis ROA and ROE were 1.55% and 28.14%, respectively.

Total assets at June 30, 2000, were $28.6 billion, down from $29 billion at year-end. The reduction is indicative of a significant balance sheet repositioning strategy undertaken in 2000 that included automobile loan securitizations totaling $1.1 billion and the sale of approximately $810 million of lower-yielding securities from Huntington's investment portfolio. These transactions reduced Huntington's reliance on wholesale funding sources and mitigated the impact of future interest rate increases.

Managed total loans (reported amounts normalized for securitization activities) for the second quarter increased at an annualized rate of 9% versus the first three months of the year, led by 13% growth in consumer loans. Automobile financing and home equity lending were particularly strong with growth rates of 12% and 26%, respectively. Commercial loans grew at an annualized rate of 6%.

Average core deposits were $17.8 billion during the second quarter of 2000, an annualized growth rate of 3% from the first quarter. This was fueled by a 10% increase in demand deposit balances, as Huntington's new product offerings and targeted marketing efforts began to show positive results. Short and medium-term borrowings decreased $716 million from December 31, 1999, in connection with the aforementioned balance sheet repositioning. Long-term debt increased from year-end, as Huntington issued $150 million of regulatory capital qualifying subordinated notes in the first quarter through its bank subsidiary.

LINES OF BUSINESS

Retail Banking, Corporate Banking, Dealer Sales, and the Private Financial Group are the company's major business lines. A fifth segment includes the impact of 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 G 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 $42.3 million and $81.4 million for the second quarter and the first six months of 2000, respectively. Results compared to last year reflect the impact of the fourth quarter 1999 sale of Huntington's credit card portfolio as well as $2.5 million of gains on branch sales in the second quarter 1999. Adjusting for these items, Retail Banking results decreased 9% on a quarterly basis from 1999. However, earnings have increased 8% from first quarter 2000. Earnings increased 5% year-to-date compared to 1999. The results reflect improved net interest income and a reduced loan loss provision. Non-interest income increased modestly for the quarter and 5% year-to-date as strong retail investment sales, service charge income, and electronic banking fees were offset by significantly lower mortgage banking income. Excluding credit cards, the loan loss provision was down $4.1 million for the first half of the year reflecting lower charge-off levels. Adjusted non-interest expenses remained relatively flat year-to-date compared to the prior year as expense controls continued to be favorable. Retail Banking contributed 43% of Huntington's net income for the quarter and comprised 32% 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 earnings grew 9% compared to the second quarter and first half of last year. Net interest income improved consistent with loan growth over the comparable periods. This segment has also benefited from reduced expense levels during the quarter in line with trends for Huntington as a whole. This segment contributed 34% of Huntington's net income for the quarter and comprised 34% 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. The consumer activities comprise the vast majority of the business and involve the financing of vehicles purchased or leased by individuals through dealerships.

Net income was $23.4 million for the second quarter of 2000 and $43.5 million for the first six months of the year compared to $16.4 million and $31.3 million in the same periods of 1999. Non-interest income in 2000 includes a gain on the $550 million loan securitization completed during the second quarter. Continued strong loan and lease originations drove net interest income higher despite the impact of loan securitizations. The securitizations also provided benefit to the provision for loan losses. This business line constituted 24% of Huntington's net income for the quarter and 31% 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.

The Private Financial Group reported net income of $5.2 million for the quarter just ended, and $11.1 million for the first six months, decreases of $1.3 million and $1.6 million from the same periods one year ago. This decline was due to lower levels of net interest income. Expenses have increased slightly in this segment primarily reflecting increased personnel related costs. This segment represented 5% 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 $4.4 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. Amortization expense of intangible assets is also a significant component of Treasury/Other.

This segment's results were a net loss of $6.7 million and break-even in the recent quarter and six months. The decline from last year is related in large part to rising rates as well as the balance sheet repositioning strategy referenced earlier. Huntington also used short-term derivative contracts to reduce the company's net interest income at risk going forward. Non-interest income for the six months was driven higher by securities gains of $52.2 million related to the sale of a portion of Huntington's investment in S1 Corporation common stock. These gains were offset by the losses realized from the sale of lower-yielding, available-for-sale investment securities and net losses from the automobile loan securitizations.

RESULTS OF OPERATIONS

NET INTEREST INCOME

Net interest income for the three and six months ended June 30, 2000, was $232.8 million and $473.5 million, respectively. Excluding the impact of the fourth quarter 1999 credit card sale, second quarter net interest income fell $18.9 million or 7% compared with the same period last year and was down 6% on a year-to-date basis. As discussed above, rising rates and a substantial repositioning of the balance sheet contributed to this decline. The net interest margin was 3.72% during the recent quarter, down from 3.78% in first quarter 2000 and 4.08% (adjusted for the impact of the credit card sale) in second quarter 1999.

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 second quarter provision for loan losses of $15.8 million covered net charge-offs and was down from $21.0 million in the same period of 1999. The provision for the first six months of the year was $31.5 million, compared with $46.3 million for the first half of 1999. The declines reflect the lower charge-off levels experienced in

2000, substantially due to the sale of the credit card portfolio. Annualized net charge-offs were .30% of average total loans, consistent with the .30% (excluding credit cards) for the second quarter 1999, and to .33% from .37% for the respective six month periods.

NON-INTEREST INCOME

Non-interest income, excluding securities gains, was $115.6 million for the recent three months and $216.5 million for the first half of the year. Included in these amounts are the results from Huntington's auto securitization program, a $6.1 million gain in the recent quarter versus a $10.2 million loss in the first quarter. The loss from the initial transaction was due to the company's decision to securitize older, lower coupon loans to more aggressively limit exposure to future interest rate increases. Adjusted for asset sales and securitizations, non-interest income was flat during the second quarter compared with the same period a year ago and increased 4% on a year-to-date basis. Categories showing quarterly growth were led by a 20% increase in electronic banking income as a result of deposit account growth and expansion of Huntington's ATM network. Deposit service charges and brokerage and insurance income each increased 11%. Decreased refinancing activity and a planned reduction in the servicing portfolio drove mortgage banking income lower during 2000 offsetting the growth in other areas.

During the first six months of 2000, Huntington realized securities gains of $24.9 million compared with $4.5 million in 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 and $20.0 million during the first and second quarters of 2000, respectively. Substantially offsetting these gains, were first quarter losses of $7.4 million and second quarter losses of $19.9 million related to the strategic sale of $810 million of lower yielding securities.

NON-INTEREST EXPENSE

Non-interest expense totaled $198.1 million in the second quarter, a decrease of 2% from a year ago and the lowest level of quarterly expenses in two years. For the first six months of 2000, non-interest expense totaled $398.2 million, down from $404.2 million in the same period last year. These declines are the result of the ongoing focus on cost containment and efficiencies created by Huntington's Operational Excellence Program. Corporate-wide purchasing and related efficiency initiatives, such as vendor consolidations and reductions in usage-related costs, coupled with the declining costs associated with the Year 2000 project, resulted in reduced costs related to salaries and benefits, outside services, telecommunications, and legal and other professional services. Increased occupancy and equipment expenses reflect the impact of the new operations center in Columbus, Ohio, banking office improvements and expansion, particularly in Florida, and other technology improvements.

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 gradual and 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 June 30, 2000, the results of Huntington's sensitivity analysis indicated that net interest income would be expected to decrease by approximately 0.8% if rates rose 100 basis points and would drop an estimated 1.7% in the event of a gradual 200 basis point increase. If rates declined 100 and 200 basis points, Huntington would benefit 0.9% and 1.4%, respectively. Huntington's recent analysis continues to show a significant reduction in sensitivity to rising interest rates compared with year-end 1999. This reflects the balance sheet repositioning efforts as well as the impact of $2.7 billion (notional value) of derivative contacts entered into in the first quarter of this year. These consisted of pay-fixed interest rate swap contracts and purchased interest rate caps.

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 June 30, 2000.

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(Dollars in millions)	Notional Value	Average Maturity (years)	Market Value	Average Rate Receive	Average Rate Pay
<S>	<C>	<C>	<C>	<C>	<C>
ASSET CONVERSION SWAPS					
Receive fixed	$1,500	2.3	$(30.4)	6.07%	6.63%
Pay fixed	200	1.2	1.7	6.71%	6.31%
Total Asset Conversion Swaps	$1,700	2.2	$(28.7)	6.15%	6.59%
LIABILITY CONVERSION SWAPS					
Receive fixed	$1,590	5.0	$(35.1)	6.58%	6.67%
Pay fixed	2,950	1.0	9.6	6.73%	6.64%
Total Liability Conversion Swaps	$4,540	2.4	$(25.5)	6.68%	6.65%
BASIS PROTECTION SWAPS	$ 650	0.4	$ 0.5	6.73%	6.64%

</TABLE>

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 $495 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 June 30, 2000, Huntington's credit risk from interest rate swaps used for asset/liability management purposes was $63.5 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 $985 million at June 30, 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 be sold at a future date.

Total non-performing assets were $95.1 million at June 30, 2000, up slightly from $93.6 million last year. As of the same dates, non-performing loans represented .39% and .38% of total loans, while non-performing assets as a percent of total loans and other real estate remained stable at .46%. Loans past due ninety days or more but continuing to accrue interest were $62.8 million at June 30, 2000, up from $54.3 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 17% at June 30, 2000, versus 12% one year ago. This increase is due primarily to the fourth quarter 1999 sale of Huntington's credit card portfolio.

The ALL reserve ratio was 1.45% at the recent quarter end compared with 1.46% at the end of last year's second quarter. As of June 30, 2000, the ALL covered non-performing loans

approximately 3.8 times and when combined with the allowance for other real estate owned, was 307% 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 7.72% in the recent quarter, up from 7.52% 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, loan commitments, and securitizations. 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 7.40%, total risk-based capital ratio was 10.90%, and the leverage ratio was 6.89%, each of which improved from the same period a year ago. Huntington's bank subsidiary also had regulatory capital ratios in excess of the levels established for well-capitalized institutions.

During the second quarter, Huntington's Board of Directors authorized the purchase of an additional 11 million shares (as adjusted for the July stock dividend) under Huntington's common stock repurchase program. The shares will be purchased in the open market and in privately negotiated transactions. During the first half of 2000, Huntington repurchased approximately 6.9 million shares of its common stock through open market and privately negotiated transactions. In June, Huntington reissued approximately 6.5 million shares in connection with the purchase acquisition of Empire. As of June 30, 2000, approximately 16.5 million shares remained under the authorization. Huntington anticipates repurchasing these shares within the next two years. Repurchased shares are being reserved for reissue in connection with Huntington's dividend reinvestment and director and employee benefit plans as well as for stock dividends, acquisitions, and other corporate purposes.

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 18 through 21.

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FINANCIAL REVIEW

SECURITIES AVAILABLE FOR SALE - AMORTIZED COST & FAIR VALUES BY MATURITY AT JUNE 30, 2000 AND DECEMBER 31, 1999

(in thousands of dollars)	JUNE 30, 2000		December 31, 1999	
	AMORTIZED COST	FAIR VALUE	Amortized Cost	Fair Value

<S>	<C>	<C>	<C>	<C>
U.S. Treasury				
Under 1 year	$ --	$ --	$ 801	$ 801
1-5 years	2,008	2,048	51,371	49,328
6-10 years	86,914	81,347	476,055	446,512
Over 10 years	413	420	--	--
Total	89,335	83,815	528,227	496,641
Federal agencies				
Mortgage-backed securities				
Under 1 year	273	270	--	--
1-5 years	--	--	4	4
6-10 years	25,034	24,443	27,360	26,992
Over 10 years	1,857,867	1,785,383	1,638,047	1,574,336
Total	1,883,174	1,810,096	1,665,411	1,601,332
Other agencies				
Under 1 year	1,000	997	--	--
1-5 years	984,094	935,018	789,008	760,251
6-10 years	302,233	285,720	498,790	469,696
Over 10 years	833,055	801,040	868,124	837,422
Total	2,120,382	2,022,775	2,155,922	2,067,369
Other				
Under 1 year	25,827	25,558	20,805	20,832
1-5 years	80,766	80,105	253,363	251,862
6-10 years	75,041	72,248	130,486	125,951
Over 10 years	230,424	219,636	251,333	239,975
Marketable equity securities .	16,853	43,466	10,524	66,241
Total	428,911	441,013	666,511	704,861
Total Securities Available for Sale	$4,521,802	$4,357,699	$5,016,071	$4,870,203

</TABLE>

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

FOR THE THREE MONTHS ENDED JUNE 30,	2000	1999	% Change
<S>	<C>	<C>	<C>
NET INCOME	$ 97,521	$104,975	(7.1)%
PER COMMON SHARE AMOUNTS (1)			
Net income			
Basic	$ 0.40	$ 0.41	(2.4)
Diluted	$ 0.40	$ 0.41	(2.4)
Cash dividends declared	$ 0.18	$ 0.16	12.5
AVERAGE COMMON SHARES OUTSTANDING-DILUTED (1)	245,652	256,469	(4.2)
KEY RATIOS			
Return on:			
Average total assets	1.37%	1.47%	(6.8)
Average shareholders' equity	17.79%	19.48%	(8.7)
Efficiency ratio	53.89%	50.93%	5.8
Average equity/average assets	7.72%	7.52%	2.7
Net interest margin	3.72%	4.14%	(10.1)
TANGIBLE OR "CASH BASIS" RATIOS (2)			
Net Income Per Common Share -- Diluted (1) ..	$ 0.43	$ 0.44	(2.3)
Return on:			
Average total assets	1.51%	1.61%	(6.2)
Average shareholders' equity	27.26%	30.61%	(10.9)

</TABLE>

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FOR THE SIX MONTHS ENDED JUNE 30,	2000	1999	% Change
<S>	<C>	<C>	<C>
NET INCOME	$201,694	$201,547	0.1 %
PER COMMON SHARE AMOUNTS (1)			

Net income			
Basic	$ 0.82	$ 0.79	3.8
Diluted	$ 0.82	$ 0.79	3.8
Cash dividends declared	$ 0.36	$ 0.32	12.5
AVERAGE COMMON SHARES OUTSTANDING-DILUTED (1)	247,431	256,606	(3.6)
KEY RATIOS			
Return on:			
Average total assets	1.41%	1.42%	(0.7)
Average shareholders' equity	18.39%	18.98%	(3.1)
Efficiency ratio	53.91%	51.54%	4.6
Average equity/average assets	7.67%	7.49%	2.3
Net interest margin	3.75%	4.16%	(9.9)
TANGIBLE OR "CASH BASIS" RATIOS (2)			
Net Income Per Common Share -- Diluted (1) ..	$ 0.87	$ 0.84	3.6
Return on:			
Average total assets	1.55%	1.57%	(1.3)
Average shareholders' equity	28.14%	30.12%	(6.6)

</TABLE>

(1) Adjusted for the ten percent stock dividend distributed July 31, 2000.
(2) Tangible or "Cash Basis" net income excludes amortization of goodwill and other intangibles. Related asset amounts excluded from total assets and shareholders' equity.

<TABLE>
<CAPTION>

FINANCIAL REVIEW

LOAN LOSS EXPERIENCE

(in thousands of dollars)	THREE MONTHS ENDED JUNE 30, 2000	THREE MONTHS ENDED JUNE 30, 1999	SIX MONTHS ENDED JUNE 30, 2000	SIX MONTHS ENDED JUNE 30, 1999
<S>	<C>	<C>	<C>	<C>
ALLOWANCE FOR LOAN LOSSES, BEGINNING OF PERIOD	$296,743	$291,066	$299,309	$290,948
Allowance acquired	7,900	--	7,900	--
Loan losses	(22,810)	(27,123)	(48,417)	(59,654)
Recoveries of loans previously charged off	7,280	8,305	14,620	15,649
Allowance of securitized loans	(8,056)	--	(8,056)	--
Provision for loan losses	15,834	21,026	31,535	46,331
ALLOWANCE FOR LOAN LOSSES END OF PERIOD	$296,891	$293,274	$296,891	$293,274
AS A % OF AVERAGE TOTAL LOANS				
Net loan losses--annualized	0.30%	0.38%	0.33%	0.45%
Provision for loan losses--annualized	0.31%	0.42%	0.31%	0.47%
Allowance for loan losses as a % of total loans	1.45%	1.46%	1.45%	1.46%
Net loan loss coverage (1)	9.68X	9.37x	9.37X	7.81x

</TABLE>

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

<TABLE>

<CAPTION>

NON-PERFORMING ASSETS AND PAST DUE LOANS

(in thousands of dollars)	2000 II Q	2000 I Q	1999 IV Q	1999 III Q	1999 II Q
<S>	<C>	<C>	<C>	<C>	<C>
Non-accrual loans:					
Commercial............................	$ 45,138	$ 44,404	$ 42,958	$ 41,374	$ 37,840
Real Estate					
Construction.......................	8,736	7,696	10,785	6,154	7,877
Commercial.........................	12,714	13,991	16,131	15,751	13,028
Residential Mortgage..................	11,548	10,892	11,866	13,094	15,192
Total Nonaccrual Loans..........	78,136	76,983	81,740	76,373	73,937
Renegotiated loans.......................	1,317	1,324	1,330	1,877	2,827
TOTAL NON-PERFORMING LOANS...............	79,453	78,307	83,070	78,250	76,764
Other real estate, net...................	15,670	13,904	15,171	15,072	16,839
TOTAL NON-PERFORMING ASSETS..............	$ 95,123	$ 92,211	$ 98,241	$ 93,322	$ 93,603
NON-PERFORMING LOANS AS A % OF TOTAL LOANS.......................	0.39%	0.38%	0.40%	0.39%	0.38%
NON-PERFORMING ASSETS AS A % OF TOTAL LOANS AND OTHER REAL ESTATE................................	0.46%	0.45%	0.47%	0.47%	0.46%
ALLOWANCE FOR LOAN LOSES AS A % OF NON-PERFORMING LOANS...................	373.67%	378.95%	360.31%	377.78%	382.05%
ALLOWANCE FOR LOAN LOSSES AND OTHER REAL ESTATE AS A % OF NON-PERFORMING ASSETS................................	306.89%	316.30%	299.85%	315.82%	311.32%
ACCRUING LOANS PAST DUE 90 DAYS OR MORE..	$ 62,775	$ 60,156	$ 61,287	$ 64,788	$ 54,305

</TABLE>

CONSOLIDATED AVERAGE BALANCES AND INTEREST RATES (QUARTERLY DATA)

<TABLE>
<CAPTION>

Fully Tax Equivalent Basis (1) (in millions of dollars)	2ND QUARTER 2000 AVERAGE BALANCE	2ND QUARTER 2000 YIELD/ RATE	1ST QUARTER 2000 AVERAGE BALANCE	1ST QUARTER 2000 YIELD/ RATE
<S>	<C>	<C>	<C>	<C>
ASSETS				
Interest bearing deposits in banks	$ 6	5.13 %	$ 6	3.69 %
Trading account securities	18	8.67	14	6.26
Federal funds sold and securities purchased under resale agreements	105	6.10	23	6.11
Mortgages held for sale	99	8.11	109	7.59
Securities:				
Taxable	4,067	6.20	4,515	6.14

Tax exempt	276	7.63	282	7.68
Total Securities	4,343	6.29	4,797	6.23
Loans:				
Commercial	6,439	8.65	6,345	8.31
Real Estate				
Construction	1,254	8.72	1,238	8.38
Commercial	2,172	8.51	2,156	8.35
Consumer				
Loans	6,530	8.38	6,837	8.29
Leases	2,895	6.71	2,773	6.65
Residential Mortgage	1,473	7.62	1,449	7.54
Total Consumer	10,898	7.83	11,059	7.78
Total Loans	20,763	8.21	20,798	8.04
Allowance for loan losses	302		306	
Net loans (2)	20,461	8.69	20,492	8.52
Total earning assets	25,334	8.27 %	25,747	8.08 %
Cash and due from banks	1,046		1,058	
All other assets	2,496		2,454	
TOTAL ASSETS	$28,574		$28,953	
LIABILITIES AND SHAREHOLDERS' EQUITY				
Core deposits				
Non-interest bearing deposits	$ 3,485		$ 3,466	
Interest bearing demand deposits	4,228	3.32 %	4,053	2.97 %
Savings deposits	3,583	4.21	3,645	3.80
Certificates of deposit	6,520	5.57	6,533	5.38
Total core deposits	17,816	4.57	17,697	4.29
Other domestic time deposits of $100,000 or more	1,233	6.24	1,445	6.03
Foreign time deposits	626	6.66	649	5.65
Total deposits	19,675	4.78	19,791	4.50
Short-term borrowings	1,761	5.77	1,954	5.10
Medium-term notes	3,042	6.46	3,283	6.18
Subordinated notes and other long-term debt, including preferred capital securities	1,148	7.08	1,004	6.82
Interest bearing liabilities	22,141	5.21 %	22,566	4.90 %
All other liabilities	743		715	
Shareholders' equity	2,205		2,206	
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	$28,574		$28,953	
Net interest rate spread		3.06 %		3.18 %
Impact of non-interest bearing funds on margin		0.66 %		0.60 %
Net Interest Margin		3.72 %		3.78 %

</TABLE>

- ---
(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)

<TABLE>
<CAPTION>

	4TH QUARTER 1999		3RD QUARTER 1999		2ND QUARTER 1999	
	AVERAGE BALANCE	YIELD/ RATE	AVERAGE BALANCE	YIELD/ RATE	AVERAGE BALANCE	YIELD/ RATE
<S>		<C>	<C>	<C>	<C>	<C>
	$ 13	3.94 %	$ 8	3.64 %	$ 8	3.75 %
	14	6.35	7	5.64	15	5.41
	31	6.10	20	5.39	19	4.86
	135	7.45	169	7.27	269	6.96
	4,854	6.15	4,846	6.14	4,914	5.99
	288	7.73	295	7.76	303	7.90
	5,142	6.23	5,141	6.24	5,217	6.10
	6,194	8.06	6,066	7.90	6,182	7.73
	1,182	8.19	1,103	8.13	1,012	7.92
	2,185	8.18	2,215	8.14	2,306	8.15
	6,876	8.27	7,093	8.29	6,907	8.25
	2,633	6.55	2,365	6.75	2,175	6.72
	1,443	7.45	1,421	7.47	1,420	7.54
	10,952	7.75	10,879	7.85	10,502	7.84
	20,513	7.91	20,263	7.91	20,002	7.84
	309		301		297	
	20,204	8.43	19,962	8.54	19,705	8.35
	25,848	7.98 %	25,608	8.07 %	25,530	7.87 %
	1,024		1,026		1,044	
	2,434		2,468		2,454	
	$ 28,997		$ 28,801		$ 28,731	
	$ 3,460		$ 3,509		$ 3,511	
	4,077	2.76 %	4,139	2.66 %	4,109	2.50 %
	3,768	3.61	3,792	3.43	3,769	3.25
	6,572	5.18	6,496	5.05	6,582	5.08
	17,877	4.09	17,936	3.94	17,971	3.87
	1,029	5.85	798	5.08	795	5.02
	517	5.40	465	5.17	307	4.82
	19,423	4.24	19,199	4.03	19,073	3.95
	2,226	4.74	2,331	4.54	2,793	4.38
	3,347	5.88	3,415	5.44	3,047	5.19
	1,000	6.51	1,001	6.03	1,004	5.70
	22,536	4.64 %	22,437	4.39 %	22,406	4.25 %
	893		658		653	
	2,108		2,197		2,161	
	$ 28,997		$ 28,801		$ 28,731	

3.34 %	3.68 %	3.62 %
0.60 %	0.54 %	0.52 %
3.94 %	4.22 %	4.14 %

</TABLE>

SELECTED QUARTERLY INCOME STATEMENT DATA

<TABLE>
<CAPTION>

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

	2000		1999		
(in thousands of dollars, except per share amounts)	II Q	I Q	IV Q	III Q	II Q
TOTAL INTEREST INCOME	$ 519,496	$ 515,557	$ 515,516	$ 516,294	$ 498,500
TOTAL INTEREST EXPENSE	286,690	274,866	262,854	247,863	237,352
NET INTEREST INCOME	232,806	240,691	252,662	268,431	261,148
Provision for loan losses	15,834	15,701	20,040	22,076	21,026
NET INTEREST INCOME AFTER PROVISION FOR LOAN LOSSES	216,972	224,990	232,622	246,355	240,122
Service charges on deposit accounts	40,097	41,660	42,774	41,700	36,065
Brokerage and insurance income	13,945	15,284	13,373	14,620	12,540
Trust services	13,165	12,863	12,828	12,625	13,143
Electronic banking fees	11,250	9,849	10,082	9,771	9,410
Bank Owned Life Insurance income	9,486	9,186	9,390	9,390	9,390
Mortgage banking	8,122	8,515	9,426	14,282	17,224
Securitization income	6,488	(10,208)	--	--	--
Credit card fees	1,340	1,793	5,091	6,626	6,255
Other	11,668	11,989	11,374	6,103	11,029
TOTAL NON-INTEREST INCOME BEFORE SECURITIES GAINS	115,561	100,931	114,338	115,117	115,056
Securities gains	103	24,763	7,905	537	2,220
Gain on sale of credit card portfolio	--	--	108,530	--	--
TOTAL NON-INTEREST INCOME	115,664	125,694	230,773	115,654	117,276
Personnel and related costs	104,133	102,344	100,654	104,730	107,263
Equipment	18,863	19,412	18,161	16,059	15,573

Net occupancy	18,613	19,135	17,890	16,799	13,563
Outside data processing and other services	15,336	15,002	15,642	15,929	15,923
Amortization of intangible assets	9,206	9,196	9,307	9,326	9,336
Marketing	7,742	7,993	9,642	9,049	7,319
Telecommunications	6,472	6,749	7,108	7,412	6,935
Printing and supplies	4,956	4,617	5,483	5,254	4,734
Legal and other professional services	4,815	4,500	5,868	4,754	5,803
Franchise and other taxes	2,635	2,438	2,708	3,598	3,981
Other	5,305	8,720	12,432	13,279	11,708
TOTAL NON-INTEREST EXPENSE BEFORE OTHER NON-RECURRING EXPENSES	198,076	200,106	204,895	206,189	202,138
Other non-recurring expenses	--	--	96,791	--	--
TOTAL NON-INTEREST EXPENSE	198,076	200,106	301,686	206,189	202,138
INCOME BEFORE INCOME TAXES	134,560	150,578	161,709	155,820	155,260
Provision for income taxes	37,039	46,405	46,769	50,233	50,285
NET INCOME	$ 97,521	$ 104,173	$ 114,940	$ 105,587	$ 104,975
PER COMMON SHARE (1)					
Net income					
Diluted	$ 0.40	$ 0.42	$ 0.45	$ 0.41	$ 0.41
Diluted - Cash Basis	$ 0.43	$ 0.45	$ 0.48	$ 0.44	$ 0.44
Cash Dividends Declared	$ 0.18	$ 0.18	$ 0.18	$ 0.18	$ 0.16
FULLY TAX EQUIVALENT MARGIN:					
Net Interest Income	$ 232,806	$ 240,691	$ 252,662	$ 268,431	$ 261,148
Tax Equivalent Adjustment (2)	2,074	2,157	2,249	2,280	2,390
Tax Equivalent Net Interest Income	$ 234,880	$ 242,848	$ 254,911	$ 270,711	$ 263,538

</TABLE>

(1) Adjusted for the ten percent stock dividend distributed July 31, 2000.

(2) Calculated assuming a 35% tax rate.

<TABLE>
<CAPTION>

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

QUARTERLY COMMON STOCK SUMMARY (1)

	2000 II Q	2000 I Q	1999 IV Q	1999 III Q	1999 II Q
High	$20 13/16	$21 13/16	$27 15/16	$30 13/16	$30 15/16
Low	14 3/8	16 1/8	19 1/2	22 7/16	25 3/16
Close	14 3/8	20 5/16	21 11/16	24 1/8	28 15/16
Cash dividends declared	$0.18	$0.18	$0.18	$0.18	$0.16

Note: Stock price quotations were obtained from NASDAQ.

KEY RATIOS AND STATISTICS

MARGIN ANALYSIS - AS A % OF AVERAGE EARNING ASSETS (2)	2000 II Q	2000 I Q	1999 IV Q	1999 III Q	1999 II Q
Interest Income	8.27%	8.08%	7.98%	8.07%	7.87%
Interest Expense	4.55%	4.30%	4.04%	3.85%	3.73%
Net Interest Margin	3.72%	3.78%	3.94%	4.22%	4.14%
RETURN ON					
Average total assets	1.37%	1.45%	1.57%	1.45%	1.47%
Average total assets - cash basis	1.51%	1.58%	1.71%	1.59%	1.61%
Average shareholders' equity	17.79%	18.99%	21.64%	19.07%	19.48%
Average shareholders' equity - cash basis	27.26%	29.01%	33.69%	29.54%	30.61%
Efficiency Ratio	53.89%	53.93%	52.97%	51.02%	50.93%

REGULATORY CAPITAL DATA (in millions of dollars)	2000 II Q	2000 I Q	1999 IV Q	1999 III Q	1999 II Q
Total Risk-Adjusted Assets	$25,900	$25,251	$ 25,298	$25,309	$ 24,829
Tier 1 Risk-Based Capital Ratio	7.40%	7.23%	7.52%	7.32%	7.29%
Total Risk-Based Capital Ratio	10.90%	10.90%	10.72%	10.62%	10.65%
Tier 1 Leverage Ratio	6.89%	6.45%	6.72%	6.58%	6.45%

(1) Adjusted for the ten percent stock dividend distributed July 31, 2000.
(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 4. Submission of Matters to a Vote of Security Holders

Huntington Bancshares Incorporated held its annual meeting of shareholders on April 20, 2000. At that meeting, shareholders approved the following management proposals:

	FOR	AGAINST	ABSTAIN/ WITHHELD	BROKER NONVOTES
1. Election of directors to serve as Class I Directors until the year 2003 Annual Meeting of Shareholders as follows:				
Peter Geier	186,612,547		5,697,548	
John B. Gerlach, Jr.	187,267,855		5,042,239	
Robert H. Schottenstein	186,913,468		5,693,627	
William J. Williams	186,905,954		5,404,141	
2. Ratification of Ernst & Young LLP to serve as independent auditors for the Corporation for the year 2000	189,546,301	1,484,395	1,279,399	0

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.

10. Material contracts

(a) First Amendment -- Huntington Bancshares Incorporated Amended and Restated 1994 Stock Option Plan

(b) Third Amendment - Huntington Bancshares Incorporated 1990 Stock Option Plan

(c) Sixth Amendment - Huntington Bancshares Incorporated 1983 Stock Option Plan

27. Financial Data Schedule

99. Earnings to Fixed Charges

(b) Reports on Form 8-K

1. A report on Form 8-K, dated April 13, 2000, was filed under report item numbers 5 and 7, concerning Huntington's results of operations for the first quarter 2000.

SIGNATURES

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

Huntington Bancshares Incorporated
(Registrant)

Date: August 11, 2000

/s/ Richard A. Cheap
Richard A. Cheap
General Counsel and Secretary

Date: August 11, 2000

/s/ Anne Creek
Anne Creek
Executive Vice President,
Chief Financial Officer and Treasurer
(Principal Financial Officer and
Principal Accounting Officer)

EXHIBIT 10(a)

FIRST AMENDMENT TO HUNTINGTON BANCSHARES INCORPORATED AMENDED AND RESTATED 1994 STOCK OPTION PLAN

Effective as set forth below, the Huntington Bancshares Incorporated Amended and Restated 1994 Stock Option Plan shall be amended as follows:

1. Effective for exercises after June 30, 2000, Section 8(e) of the 1994 Plan is hereby amended and restated in its entirety to read as follows:

> (e) Upon the exercise of any option, the Optionholder shall be required to pay, or make satisfactory provision for payment, to HBI of an amount equal to any tax which HBI is required to withhold under any federal, state or local tax laws in connection with the exercise of any option granted under this Plan. The Optionholder may satisfy this obligation, in whole or in part, with respect to any option exercised by making an election ("Election") at the time the Optionholder provides written notice of exercise to HBI pursuant to Section 8(b) above to either (i) have HBI withhold from the shares otherwise to be delivered on the exercise of the option that number of shares of HBI having a fair market value equal to the amount of the withholding requirement, or (ii) to deliver to HBI sufficient shares of HBI having a fair market value equal to the amount of the withholding requirement. Such shares shall be valued at their fair market value on the date that income from the exercise of such option becomes taxable ("Tax Date"). At the time of making an Election, the Optionholder may certify to the Committee the rates (which shall not exceed the maximum Federal and the maximum state statutory rates applicable to the income of individuals for the year in which Tax Date occurs, exclusive of any effect that losses of deduction or credits at various income levels may have on such Optionholder's taxes) at which the Optionholder, upon adequate investigation, expects his or her income from the shares to be taxed and requests that withholding with respect to Federal and state income taxes be made at such rates. Notwithstanding anything herein to the contrary, for exercises of options after June 30, 2000, an Optionholder may not make an Election that would (i) require HBI to withhold from the shares otherwise to be delivered upon exercise, or (ii) require HBI to accept shares of HBI, in an amount that is in excess of the tax which HBI is required to withhold based on the minimum statutory withholding rates for federal, state and local tax purposes, including payroll taxes, that are applicable to such supplemental taxable income resulting from the exercise of any option granted under this Plan. Delivery of or withholding of fractional shares shall not be permitted.
>
> Upon receipt of payment of the exercise price or written direction with respect to such exercise price and upon payment or satisfactory provision for payment of any taxes due on the exercise of any option, HBI shall issue and deliver to the person exercising the option a certificate or certificates for the shares with respect to which the option shall have been so exercised (less any shares withheld in payment of the exercise price or any withholding requirement), dated as of the date of exercise.

2. Effective as of May 17, 2000, the beginning phrase of the second sentence of Section 7(e) of the 1994 Plan is hereby amended to read "Notwithstanding the second paragraph of Section 7(b)."

EXHIBIT 10(b)

THIRD AMENDMENT TO HUNTINGTON BANCSHARES INCORPORATED 1990 STOCK OPTION PLAN

Effective for exercises after June 30, 2000, Section 5(l) of the Huntington Bancshares Incorporated 1990 Stock Option Plan is hereby amended and restated in its entirety to read as follows:

> Upon the exercise of a Non-Statutory Stock Option, an Optionholder shall be required to pay, or make satisfactory provision for payment, to the Company of an amount equal to any tax which the Company is required to withhold under any federal, state or local tax laws in connection with the exercise of such Non-Statutory Stock Option. The Optionholder may satisfy this obligation, in whole or in part, with respect to each individual Non-Statutory Stock Option exercised by making an election ("Election") at the time the Optionholder provides written notice of exercise to HBI pursuant to Section (k) above to either (i) have HBI withhold from the shares otherwise to be delivered on the exercise of the option that number of shares of HBI having a fair market value equal to the amount of the withholding requirement, or (ii) to deliver to the Company sufficient shares of HBI having a fair market value equal to the amount of the withholding requirement. Such shares shall be valued at their Fair Market Value on the date that income from the exercise of such Non-Statutory Stock Option becomes taxable to the Optionholder ("Tax Date"). At the time of making an Election, the Optionholder may certify to the Committee the rates (which shall not exceed the maximum Federal and the maximum state statutory rates applicable to the income of individuals for the year in which Tax Date occurs, exclusive of any effect that losses of deduction or credits at various income levels may have on such Optionholder's taxes) at which the Optionholder, upon adequate investigation, expects his or her income from the shares to be taxed and requests that withholding with respect to Federal and state income taxes be made at such rates. Notwithstanding anything herein to the contrary, for exercises of options after June 30, 2000, an Optionholder may not make an Election that would (i) require HBI to withhold from the shares otherwise to be delivered upon exercise, or (ii) require the Company to accept shares of HBI, in an amount that is in excess of the tax which HBI is required to withhold based on the minimum statutory withholding rates for federal, state and local tax purposes, including payroll taxes, that are applicable to such supplemental taxable income resulting from the exercise of any Non-Statutory Stock Option granted under this Plan. Delivery of or withholding of fractional shares shall not be permitted.

EXHIBIT 10(c)

SIXTH AMENDMENT TO HUNTINGTON BANCSHARES INCORPORATED 1983 STOCK OPTION PLAN

Effective for exercises after June 30, 2000, Section 5(k) of the Huntington Bancshares Incorporated 1983 Stock Option Plan is hereby amended and restated in its entirety to read as follows:

"(k) An optionholder shall be required to pay, or make satisfactory provision for payment, to the Company of an amount equal to any tax which the Company is required to withhold under any federal, state or local tax laws in connection with the exercise of a Non-Statutory Stock Option. The optionholder may satisfy this obligation, in whole or in part, with respect to each individual Non-Statutory Stock Option by making an election ("Election") to either (a) have the Company withhold from the shares otherwise to be delivered on the exercise of the option that number of shares sufficient to satisfy the withholding requirement, or (b) to deliver to the Company sufficient shares of the Company's Common Stock to satisfy the withholding requirement; with, in either case, such shares to be valued at their Fair Market Value on the date that income from the exercise of such Non-Statutory Stock Option becomes taxable to the optionholder (the "Tax Date"). At the time of making an Election, the optionholder may certify to the Committee the rates (which shall not exceed the maximum Federal and the maximum state statutory rates applicable to the income of individuals for the year in which Tax Date occurs, exclusive of any effect that losses of deduction or credits at various income levels may have on such optionholder's taxes) at which the optionholder, upon adequate investigation, expects his or her income from the shares to be taxed and requests that withholding with respect to federal and state income taxes be made at such rates. Notwithstanding anything herein to the contrary, for exercises of options after June 30, 2000, an optionholder may not make an Election that would (i) require the Company to withhold from the shares otherwise to be delivered upon exercise, or (ii) require the Company to accept shares, in an amount that is in excess of the tax which the Company is required to withhold based on the minimum statutory withholding rates for federal, state and local tax purposes, including payroll taxes, that are applicable to such supplemental taxable income resulting from the exercise of any Non-Statutory Stock Option granted under this Plan. Delivery of or withholding of fractional shares shall not be permitted.

<TABLE> <S> <C>

<ARTICLE> 9
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THIS SCHEDULE CONTAINS SUMMARY FINANCIAL INFORMATION EXTRACTED FROM HUNTINGTON BANCSHARES INCORPORATED'S QUARTERLY REPORT ON FORM 10-Q FOR THE QUARTER ENDED JUNE 30, 2000, AND IS QUALIFIED IN ITS ENTIRETY BY REFERENCE TO SUCH FINANCIAL STATEMENTS.
</LEGEND>
<MULTIPLIER> 1,000

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EXHIBIT 99

HUNTINGTON BANCSHARES INCORPORATED
RATIO OF EARNINGS TO FIXED CHARGES
(Amounts in thousands, except for ratios)

<TABLE>
<CAPTION>

	THREE MONTHS ENDED JUNE 30		SIX MONTHS ENDED JUNE 30	
	2000	1999	2000	1999
<S>	<C>	<C>	<C>	<C>
EXCLUDING INTEREST ON DEPOSITS				
Income before taxes......................	$134,560	$155,260	$285,138	$297,242
Fixed charges:				
Interest expense..................	94,477	84,184	186,694	164,050
Interest factor of rent expense....	3,450	1,609	7,055	4,074
Total fixed charges............	97,927	85,793	193,749	168,124
Earnings.................................	$232,487	$241,053	$478,887	$465,366
Fixed charges............................	$ 97,927	$ 85,793	$193,749	$168,124
RATIO OF EARNINGS TO FIXED CHARGES	2.37 X	2.81 X	2.47 X	2.77 X
INCLUDING INTEREST ON DEPOSITS				
Income before taxes......................	$134,560	$155,260	$285,138	$297,242
Fixed charges:				
Interest expense..................	286,690	237,352	561,556	473,523
Interest factor of rent expense....	3,450	1,609	7,055	4,074
Total fixed charges............	290,140	238,961	568,611	477,597
Earnings.................................	$424,700	$394,221	$853,749	$774,839
Fixed charges............................	$290,140	$238,961	$568,611	$477,597
RATIO OF EARNINGS TO FIXED CHARGES	1.46 X	1.65 X	1.50 X	1.62 X

</TABLE>