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 September 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 250,849,355 shares of Registrant's without par value common stock outstanding on October 31, 2000.

HUNTINGTON BANCSHARES INCORPORATED

INDEX

PART I. FINANCIAL INFORMATION

1. FINANCIAL STATEMENTS (UNAUDITED)

CONSOLIDATED BALANCE SHEETS

<TABLE>
<CAPTION>

(in thousands of dollars)	SEPTEMBER 30, 2000	December 31, 1999	September 30, 1999
<S>	<C>	<C>	<C>
ASSETS			
Cash and due from banks	$ 980,199	$ 1,208,004	$ 972,164
Interest bearing deposits in banks	4,922	6,558	7,325
Trading account securities	17,770	7,975	3,964
Federal funds sold and securities purchased under resale agreements	127,141	20,877	10,310
Loans held for sale	115,541	141,723	681,505
Securities available for sale - at fair value	4,696,241	4,870,203	5,086,596
Investment securities - fair value $17,000; $18,662; and $20,129, respectively	17,053	18,765	20,110
Total loans (1)	20,328,152	20,668,437	20,009,020
Less allowance for loan losses	294,686	299,309	295,612
Net loans	20,033,466	20,369,128	19,713,408
Bank owned life insurance	793,856	765,399	756,008
Premises and equipment	442,676	438,871	434,584
Customers' acceptance liability	14,065	17,167	24,684
Accrued income and other assets	1,334,263	1,172,283	1,263,964
TOTAL ASSETS	$ 28,577,193	$ 29,036,953	$ 28,974,622
LIABILITIES AND SHAREHOLDERS' EQUITY			
Total deposits (1)	$ 19,533,166	$ 19,792,603	$ 19,241,808
Short-term borrowings	2,133,311	2,121,989	2,501,862
Bank acceptances outstanding	14,065	17,167	24,684
Medium-term notes	2,702,150	3,254,150	3,424,150
Subordinated notes and other long-term debt	870,889	697,677	700,597
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	740,047	671,011	622,356
Total Liabilities	26,293,628	26,854,597	26,815,457
Shareholders' equity			
Preferred stock - authorized 6,617,808 shares; none outstanding	---	---	---
Common stock - without par value; authorized			

500,000,000 shares; issued 257,866,256, 233,844,820, and 233,844,900 shares, respectively; outstanding 250,849,574, 228,888,221, and 229,807,644 shares, respectively	2,493,912	2,284,956	2,285,494
Treasury stock	(128,995)	(137,268)	(112,229)
Accumulated other comprehensive income	(81,647)	(94,093)	(73,746)
Retained earnings	295	128,761	59,646
Total Shareholders' Equity	2,283,565	2,182,356	2,159,165
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	$ 28,577,193	$ 29,036,953	$ 28,974,622

</TABLE>

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

See notes to unaudited consolidated financial statements.

CONSOLIDATED STATEMENTS OF INCOME

<TABLE>
<CAPTION>

(in thousands of dollars, except per share amounts)	THREE MONTHS ENDED SEPTEMBER 30, 2000	1999	NINE MONTHS ENDED SEPTEMBER 30, 2000	1999
<S>	<C>	<C>	<C>	<C>
Interest and fee income				
Loans	$ 459,860	$ 434,159	$ 1,348,103	$ 1,259,791
Securities	71,385	78,632	211,427	235,363
Other	4,546	3,503	11,314	15,332
TOTAL INTEREST INCOME	535,791	516,294	1,570,844	1,510,486
Interest expense				
Deposits	202,659	159,509	577,521	468,982
Short-term borrowings	30,998	26,700	80,978	87,703
Medium-term notes	44,292	46,575	143,489	120,682
Subordinated notes and other long-term debt ..	21,973	15,079	59,490	44,019
TOTAL INTEREST EXPENSE	299,922	247,863	861,478	721,386
NET INTEREST INCOME	235,869	268,431	709,366	789,100
Provision for loan losses	26,396	22,076	57,931	68,407
NET INTEREST INCOME AFTER PROVISION FOR LOAN LOSSES	209,473	246,355	651,435	720,693

Total non-interest income(1)......................	121,652	115,654	363,010	342,802
Total non-interest expense(1)	263,585	206,189	661,767	610,433
INCOME BEFORE INCOME TAXES	67,540	155,820	352,678	453,062
Provision for income taxes	17,010	50,233	100,454	145,928
NET INCOME	$ 50,530	$ 105,587	$ 252,224	$ 307,134
PER COMMON SHARE(2)				
Net income				
Basic	$0.20	$ 0.42	$ 1.02	$1.21
Diluted	$0.20	$ 0.41	$ 1.01	$1.20
Cash dividends declared	$0.20	$ 0.18	$ 0.56	$0.50
AVERAGE COMMON SHARES(2)				
Basic	251,113,540	253,145,949	247,983,936	253,936,102
Diluted	252,032,874	255,216,297	248,908,848	256,138,420

</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 2000.

See notes to unaudited consolidated financial statements.

CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

<TABLE>
<CAPTION>

In thousands	COMMON STOCK SHARES	COMMON STOCK AMOUNT	TREASURY STOCK SHARES	TREASURY STOCK AMOUNT	ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS)	RETAINED EARNINGS	TOTAL
Nine Months Ended September 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						307,134	307,134
Unrealized net holding losses on securities available for sale arising during the period					(98,439)		(98,439)
Total comprehensive income							208,695
Cash Dividends declared						(130,011)	(130,011)
Stock options exercised		(5,005)	294	8,193			3,188
10% stock dividend	21,249	152,584	(304)			(152,935)	(351)
Treasury shares purchased			(2,201)	(71,860)			(71,860)

Treasury shares sold to employee benefit plans			24	709			709
Balance, end of period	233,845	$ 2,285,494	(4,037)	$ (112,229)	$ (73,746)	$ 59,646	$ 2,159,165
NINE MONTHS ENDED SEPTEMBER 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						252,224	252,224
Unrealized net holding losses on securities available for sale arising during the period					12,446		12,446
Total comprehensive income							264,670
Stock issued for acquisition		(29,399)	7,175	171,781			142,382
Cash dividends declared						(139,028)	(139,028)
Stock options exercised		(3,128)	105	3,405			277
10% stock dividend	24,021	241,483	(1,182)			(241,662)	(179)
Treasury shares purchased			(8,188)	(167,612)			(167,612)
Treasury shares sold to employee benefit plans			30	699			699
Balance, end of period	257,866	$ 2,493,912	(7,017)	$ (128,995)	$ (81,647)	$ 295	$ 2,283,565

</TABLE>

See notes to unaudited consolidated financial statements.

CONSOLIDATED STATEMENTS OF CASH FLOWS

<TABLE>
<CAPTION>

(in thousands of dollars)	NINE MONTHS ENDED SEPTEMBER 30, 2000	1999
<S>	<C>	<C>
Operating Activities		
Net Income	$ 252,224	$ 307,134
Adjustments to reconcile net income to net cash provided by operating activities		
Provision for loan losses	57,931	68,407
Provision for depreciation and amortization	85,053	85,691
Deferred income tax expense	59,114	42,854
Increase in trading account securities	(9,795)	(125)
Decrease in loans held for sale	26,182	328,262
Net gains on sales of securities available for sale	(36,245)	(5,067)
Losses on loan securitizations	4,118	---
Increase in accrued income receivable	(31,769)	(30,331)
Net increase in other assets	(43,571)	(110,193)
Increase in accrued expenses	33,343	17,082
Decrease in other liabilities	(10,807)	(9,854)
Write-down of lease residual values	50,000	---
NET CASH PROVIDED BY OPERATING ACTIVITIES	435,778	693,860
INVESTING ACTIVITIES		
Decrease in interest bearing deposits in banks	1,636	95,239

Proceeds from		
Maturities and calls of investment securities	1,692	4,796
Maturities and calls of securities available for sale	226,039	570,841
Sales of securities available for sale	1,096,042	1,660,969
Purchases of securities available for sale	(168,418)	(2,686,470)
Proceeds from securitizations/sales of loans	1,264,241	---
Net loan originations, excluding sales	(1,576,285)	(1,168,814)
Proceeds from sale of premises and equipment	2,351	14,410
Purchases of premises and equipment	(38,444)	(52,801)
Net cash received in purchase acquisitions	12,004	---
Proceeds from sales of other real estate	12,023	11,180
NET CASH PROVIDED BY (USED FOR) INVESTING ACTIVITIES	832,881	(1,550,650)
FINANCING ACTIVITIES		
Decrease in total deposits	(688,000)	(480,924)
Increase in short-term borrowings	1,322	285,218
Proceeds from issuance of long-term debt	150,000	---
Maturity of long-term debt	---	(7,000)
Proceeds from issuance of medium-term notes	530,000	2,082,000
Payment of medium-term notes	(1,082,000)	(1,197,750)
Dividends paid on common stock	(134,707)	(125,895)
Repurchases of common stock	(167,612)	(71,860)
Proceeds from issuance of common stock	797	3,897
NET CASH (USED FOR) PROVIDED BY FINANCING ACTIVITIES	(1,390,200)	487,686
CHANGE IN CASH AND CASH EQUIVALENTS	(121,541)	(369,104)
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD	1,228,881	1,351,578
CASH AND CASH EQUIVALENTS AT END OF PERIOD	$ 1,107,340	$ 982,474

</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. Acquisitions

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 in the second quarter, all of which were purchased on the open market during the first quarter 2000, in exchange for all of the common stock of Empire. In addition, Huntington acquired J. Rolfe Davis Insurance Agency, Inc. (JRD), headquartered in Maitland, Florida, on August 31, 2000. Huntington paid $8.2 million in cash and issued approximately 695,000 shares of common stock for all of the common stock of JRD. Both transactions were accounted for as purchases; accordingly, the results of Empire and JRD have been included in the unaudited consolidated financial statements from the respective dates 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 September 30, is as follows:

<TABLE>
<CAPTION>

	THREE MONTHS ENDED SEPTEMBER 30,		NINE MONTHS ENDED SEPTEMBER 30,	
(in thousands, except per share amounts)	2000	1999	2000	1999
<S>	<C>	<C>	<C>	<C>
Net Income	$50,530	$105,587	$252,224	$307,134
Average common shares outstanding	251,114	253,146	247,984	253,936
Dilutive effect of stock options	919	2,070	925	2,202
Diluted common shares outstanding	252,033	255,216	248,909	256,138
Earnings per share				
Basic	$0.20	$0.42	$1.02	$1.21
Diluted	$0.20	$0.41	$1.01	$1.20

</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 SEPTEMBER 30,		NINE MONTHS ENDED SEPTEMBER 30,	
(in thousands)	2000	1999	2000	1999
<S>	<C>	<C>	<C>	<C>
Unrealized holding (losses) gains arising during the period:				
Unrealized net gains (losses)	$49,143	$(27,576)	$55,772	$(147,391)
Related tax (expense) benefit	(17,407)	9,744	(19,767)	52,245

Net	31,736	(17,832)	36,005	(95,146)
Less: Reclassification adjustment for net gains realized during the period:				
Realized net gains	11,379	537	36,245	5,067
Related tax expense	(3,983)	(188)	(12,686)	(1,774)
Net	7,396	349	23,559	3,293
Total Other Comprehensive Income (Loss)	$24,340	$(18,181)	$12,446	$(98,439)

</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 SEPTEMBER 30, 2000

INCOME STATEMENT (in thousands of dollars)	Retail Banking	Corporate Banking	Dealer Sales(1)	Private Financial Group	Treasury/ Other	Huntington Consolidated
<S>	<C>	<C>	<C>	<C>	<C>	<C>
Net Interest Income (FTE)	$134,771	$ 67,999	$ 50,200	$ 7,641	$(22,720)	$237,891
Provision for Loan Losses	7,820	3,016	15,477	83	---	26,396
Non-Interest income	66,222	14,559	3,234	15,401	22,236	121,652
Non-Interest expense	136,093	30,320	64,126	14,606	18,440	263,585
Income Taxes/FTE Adjustment	17,668	15,236	(10,600)	2,586	(5,858)	19,032
Net income	$ 39,412	$ 33,986	$(15,569)	$ 5,767	$(13,066)	$ 50,530
Depreciation and Amortization	$ 7,330	$ 566	$ 254	$ 380	$ 20,319	$ 28,849
BALANCE SHEET (in millions of dollars)						
Average Identifiable Assets	$ 7,158	$ 7,168	$ 6,489	$ 620	$ 7,263	$ 28,698
Average Deposits	$ 16,526	$ 1,627	$ 80	$ 612	$ 937	$ 19,782
Capital Expenditures	$ 5	$ ---	$ ---	$ ---	$ 10	$ 15

</TABLE>

(1) Includes a $32.5 million, net of tax, special charge to write-down lease residual values. Excluding the charge, net income was $16.9 million.

<TABLE>
<CAPTION>

THREE MONTHS ENDED SEPTEMBER 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)	$145,486	$ 62,932	$ 52,035	$ 8,053	$ 2,205	$270,711
Provision for Loan Losses	9,323	1,844	10,234	675	---	22,076
Non-Interest income	73,987	14,681	1,147	12,697	13,142	115,654
Non-Interest expense	134,753	30,954	12,560	12,546	15,376	206,189
Income Taxes/FTE Adjustment	25,043	14,885	10,093	2,501	(9)	52,513
Net income	$ 50,354	$ 29,930	$ 20,295	$ 5,028	$ (20)	$105,587
Depreciation and Amortization	$ 9,906	$ 692	$ 189	$ 333	$ 15,277	$ 26,397
BALANCE SHEET (in millions of dollars)						
Average Identifiable Assets	$ 7,642	$ 6,810	$ 6,344	$ 593	$ 7,412	$ 28,801
Average Deposits	$ 16,785	$ 977	$ 66	$ 618	$ 753	$ 19,199
Capital Expenditures	$ 5	$ 1	$ ---	$ ---	$ 9	$ 15

</TABLE>

<TABLE>
<CAPTION>

NINE MONTHS ENDED SEPTEMBER 30, 2000

INCOME STATEMENT (in thousands of dollars)	Retail Banking	Corporate Banking	Dealer Sales(2)	Private Financial Group	Treasury/ Other	Huntington Consolidated
<S>	<C>	<C>	<C>	<C>	<C>	<C>
Net Interest Income (FTE)	$399,392	$193,992	$144,375	$ 23,365	$(45,505)	$715,619
Provision for Loan Losses	15,968	7,108	34,310	545	---	57,931
Non-Interest income	204,841	45,679	13,448	40,715	58,327	363,010
Non-Interest expense	410,453	86,120	88,907	38,774	37,513	661,767
Income Taxes/FTE Adjustment	57,039	46,940	6,719	7,937	(11,928)	106,707

Net income	$120,773	$ 99,503	$ 27,887	$ 16,824	$(12,763)	$252,224
Depreciation and Amortization	$ 25,500	$ 1,831	$ 716	$ 964	$ 56,042	$ 85,053
BALANCE SHEET (in millions of dollars)						
Average Identifiable Assets	$ 6,982	$ 7,031	$ 6,767	$ 602	$ 7,360	$ 28,742
Average Deposits	$ 16,440	$ 1,445	$ 75	$ 637	$ 1,152	$ 19,749
Capital Expenditures	$ 20	$ 2	$ 3	$ ---	13	$ 38

</TABLE>

(2) Includes a $32.5 million, net of tax, special charge to write-down lease residual values. Excluding the charge, net income was $60.4 million.

<TABLE>
<CAPTION>

NINE MONTHS ENDED SEPTEMBER 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)	$424,146	$185,246	$142,595	$ 24,748	$ 19,539	$796,274
Provision for Loan Losses	30,400	6,048	30,894	1,065	---	68,407
Non-Interest income	217,471	44,675	2,183	37,930	40,543	342,802
Non-Interest expense	403,554	88,906	36,528	35,158	46,287	610,433
Income Taxes/FTE Adjustment	69,088	44,906	25,733	8,803	4,572	153,102
Net income	$138,575	$ 90,061	$ 51,623	$ 17,652	$ 9,223	$307,134
Depreciation and Amortization	$ 34,445	$ 1,980	$ 557	$ 1,061	$ 47,648	$ 85,691
BALANCE SHEET (in millions of dollars)						
Average Identifiable Assets	$ 7,647	$ 6,689	$ 6,083	$ 588	$ 7,646	$ 28,653
Average Deposits	$ 16,960	$ 955	$ 65	$ 615	$ 540	$ 19,135
Capital Expenditures	$ 14	$ 3	$ ---	$ ---	$ 36	$ 53

</TABLE>

H. Security Sales and Loan Securitizations

During the first nine months of 2000, Huntington realized net security and securitization gains of $32.1 million, compared with $5.1 million in the same period a year ago. Security sales netted gains of $36.2 million and included sales of portions of Huntington's investment in S1 Corporation common stock and other investments for gains of $63.5 million. Substantially offsetting these gains, were losses of $27.3 million related to the strategic sales of $810 million of lower yielding securities.

During the third quarter and first nine months of 2000, Huntington securitized and sold $326 million and $1.4 billion of automobile loans, respectively. No securitization gains or losses were realized during the third quarter; however, $4.1 million of losses were recorded during the first half of the year.

Huntington also securitized $450 million and $730 million of residential mortgage loans during the third quarter and first nine months of 2000, respectively. Huntington initially retained all of the resulting securities and accordingly, reclassified the securitized amount from loans to securities available for sale.

LOAN PORTFOLIO COMPOSITION

(in thousands of dollars)	SEPTEMBER 30, 2000	December 31, 1999	September 30, 1999
Commercial (unearned income $1,728; $2,550; $2,919)(1) ..	$ 6,494,013	$ 6,300,414	$ 6,103,070
Real Estate			
Construction	1,288,897	1,236,776	1,140,187
Commercial	2,218,825	2,151,673	2,178,699
Consumer			
Loans (unearned income $4,523; $5,974; $6,577)(1) ...	6,403,858	6,793,295	6,646,202
Leases (unearned income $503,369; $410,239; $364,406)	3,007,446	2,741,735	2,506,509
Residential Mortgage	915,113	1,444,544	1,434,353
TOTAL LOANS	$20,328,152	$20,668,437	$20,009,020

DEPOSIT COMPOSITION

(in thousands of dollars)	SEPTEMBER 30, 2000	December 31, 1999	September 30, 1999
Demand deposits			
Non-interest bearing	$ 3,169,099	$ 3,418,100	$ 3,446,335
Interest bearing	4,359,430	4,046,472	3,992,281
Savings deposits	3,541,828	3,793,423	3,913,900
Certificates of deposit			
Less than $100,000	5,927,733	5,547,266	5,614,179
$100,000 or more	917,412	932,662	933,765
TOTAL CORE DEPOSITS	17,915,502	17,737,923	17,900,460
Other domestic time deposits of $100,000 or more	1,296,810	1,188,465	855,505
Foreign time deposits	320,854	866,215	485,843
TOTAL DEPOSITS	$19,533,166	$19,792,603	$19,241,808

(1) Balance at September 1999, excludes $25 million of business credit card and $518 million of consumer credit card receivables, respectively, classified as "held for sale".

ANALYSIS OF NON-INTEREST INCOME

(in thousands of dollars)	THREE MONTHS ENDED SEPTEMBER 30, 2000	THREE MONTHS ENDED SEPTEMBER 30, 1999	PERCENT CHANGE	NINE MONTHS ENDED SEPTEMBER 30, 2000	NINE MONTHS ENDED SEPTEMBER 30, 1999	PERCENT CHANGE
Service charges on deposit accounts	$ 39,722	$ 41,700	(4.7)%	$121,479	$113,541	7.0%
Brokerage and insurance income	15,564	14,620	6.5	44,793	38,703	15.7
Trust services	13,181	12,625	4.4	39,209	39,202	0.0
Electronic banking fees	11,238	9,771	15.0	32,337	27,219	18.8
Bank Owned Life Insurance income	9,786	9,390	4.2	28,458	28,170	1.0
Mortgage banking	9,412	14,282	(34.1)	26,049	47,464	(45.1)
Credit card fees	1,744	6,626	(73.7)	4,877	18,223	(73.2)
Other	9,626	6,103	57.7	33,681	25,213	33.6
TOTAL NON-INTEREST INCOME BEFORE SECURITIES AND SECURITIZATION GAINS	110,273	115,117	(4.2)	330,883	337,735	(2.0)
Securities and securitization gains	11,379	537	N.M.	32,127	5,067	N.M.
TOTAL NON-INTEREST INCOME	$121,652	$115,654	5.2%	$363,010	$342,802	5.9%

ANALYSIS OF NON-INTEREST EXPENSE

(in thousands of dollars)	THREE MONTHS ENDED SEPTEMBER 30, 2000	THREE MONTHS ENDED SEPTEMBER 30, 1999	PERCENT CHANGE	NINE MONTHS ENDED SEPTEMBER 30, 2000	NINE MONTHS ENDED SEPTEMBER 30, 1999	PERCENT CHANGE
Personnel and related costs	$109,463	$104,730	4.5%	$315,940	$319,247	(1.0)%
Net occupancy	19,520	16,799	16.2	57,268	44,279	29.3
Equipment	18,983	16,059	18.2	57,258	48,505	18.1
Outside data processing and other services	15,531	15,929	(2.5)	45,869	47,244	(2.9)
Amortization of intangible assets	10,311	9,326	10.6	28,713	27,990	2.6
Marketing	8,557	9,049	(5.4)	24,292	22,864	6.3
Telecommunications	6,480	7,412	(12.6)	19,701	21,411	(8.0)
Printing and supplies	4,849	5,254	(7.7)	14,422	14,744	(2.2)
Legal and other professional services	4,719	4,754	(0.7)	14,034	15,301	(8.3)

Franchise and other taxes	2,841	3,598	(21.0)	7,914	11,966	(33.9)
Other	12,331	13,279	(7.1)	26,356	36,882	(28.5)
TOTAL NON-INTEREST EXPENSE BEFORE SPECIAL CHARGE	213,585	206,189	3.6	611,767	610,433	0.2
Special charge	50,000	---	N.M.	50,000	---	N.M.
	--------	--------		--------	--------	
TOTAL NON-INTEREST EXPENSE	$263,585	$206,189	27.8%	$661,767	$610,433	8.4%
	========	========		========	========	

</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.

FORWARD-LOOKING STATEMENTS

Management's discussion and analysis of financial condition and results of operations contains forward-looking statements about Huntington, including descriptions of products or services, plans or objectives of its management for future operations, and forecasts of its revenues, earnings, or other measures of economic performance. Forward-looking statements can be identified by the fact that they do not relate strictly to historical or current facts.

By their nature, forward-looking statements are subject to risks and uncertainties. A number of factors--many of which are beyond Huntington's control--could cause actual conditions, events, or results to differ significantly from those described in the forward-looking statements. These factors include, but are not limited to, 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.

Forward-looking statements speak only as of the date they are made. Huntington does not update forward-looking statements to reflect circumstances or events that occur after the date the forward-looking statements are made or to reflect the occurrence of unanticipated events, such as further market deterioration that adversely affects credit quality, vehicle lease residual values, and/or other asset values.

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 third quarter of 2000 should be read in conjunction with the financial statements, notes, and other information contained in this document.

ACQUISITIONS

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. Total loans and deposits increased $395 million and $435 million, respectively, at the date of the merger. Additionally, Huntington acquired J. Rolfe Davis Insurance Agency, Inc. (JRD), headquartered in Maitland, Florida, on August 31, 2000. Huntington paid $8.2 million in cash and issued approximately 695,000 shares of common stock for all of the common stock of JRD. Both transactions were accounted for as purchases; accordingly, the results of Empire and JRD have been included in the unaudited consolidated financial statements from the respective dates of acquisition.

OVERVIEW

Huntington reported net income of $50.5 million, or $.20 per share, for the third quarter and $252.2 million, or $1.01 per share, for the first nine months of 2000. In the same periods last year, net income totaled $105.6 million, or $.41 per share, and $307.1 million, or $1.20 per share. The current quarter results include a special charge of $32.5 million after-tax, or $.13 per share, to write-down residual values associated with Huntington's $3.0 billion vehicle lease portfolio. Excluding the special charge, earnings per share for the third quarter and first nine months of 2000 were $.33 and $1.14, respectively. On this same basis, Huntington's return on average assets (ROA) was 1.15% and 1.32% in the recent three and nine-month periods and its return on average equity (ROE) was 14.04% and 16.87%.

Huntington's "cash basis" earnings per share (which excludes the effect of amortization of goodwill and other intangibles as well as the special lease charge) was $.36 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, were 1.30% and 22.74% for the third quarter of 2000, respectively. For the first nine months of the year, cash basis ROA and ROE were 1.46% and 26.28%, respectively.

Total assets at September 30, 2000, were $28.6 billion, down from $29.0 billion at year-end. The reduction is indicative of a balance sheet repositioning program undertaken in 2000 that included automobile loan securitizations totaling $1.3 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 on its earnings.

Managed total loans, which include securitized loans, increased at an annualized rate of 9% versus the second quarter of this year and 10% over the third quarter 1999, after adjusting for the impact of the Empire acquisition and the fourth quarter 1999 sale of Huntington's credit card portfolio. Managed consumer loans grew 22% on a linked-quarter annualized basis driven by automobile financing and home equity lending, each of which grew 22%. Commercial loans declined from the previous quarter, but were up 4% from a year ago.

Core deposits totaled $18.2 billion during the third quarter of 2000. Adjusting for Empire, average core deposits were relatively unchanged compared with both the immediately preceding quarter and the third quarter of last year. Customer demand for the new Premier deposit accounts, which are variable rate accounts designed to attract larger deposit relationships, has been strong, with $2.0 billion in balances at the end of the recent quarter. In addition, Huntington further refined its deposit product offerings in the third quarter by adding free checking and introducing money manager relationship products, which reward customers with tailored deposit pricing, product options, and fee waivers based on the customer's total banking and investment relationship with Huntington.

Short and medium-term borrowings were below the December 31, 1999 levels, due to the aforementioned balance sheet repositioning. Long-term debt increased over the same period 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 $39.4 million and $120.8 million for the third quarter and the first nine months of 2000, respectively. Results for last year include 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 of 1999. Net interest income for the recent quarter, on a fully tax equivalent basis, remained relatively unchanged compared with the second quarter of this year and the same period a year ago. The provision for loan losses increased $3.9 million from the immediately preceding quarter principally due to significant loan growth. Non-interest income, as adjusted for the special items in 1999, was relatively unchanged from a year ago as significantly lower mortgage banking income offset growth in retail investment sales, service charge income, and electronic banking fees. Non-interest expenses increased 3% compared with both the quarterly and year-to-date periods last year reflecting investments in personnel and technology to support Huntington's revenue growth initiatives. Retail Banking contributed 47% of Huntington's net income for the quarter and comprised 32% of the organization's loan and lease portfolio. The net income contribution figure is based on Huntington's performance before the special charge discussed later in the section (hereafter defined as "adjusted net income").

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's net interest income was up in the quarter driven by loan growth. Non-interest expense was slightly below last year's levels on both a quarterly and year-to-date basis as cost containment continues to be strong.

This segment contributed 41% of Huntington's adjusted net income for the quarter and comprised 34% of the organization's loan and lease 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.

Dealer Sales' results reflect the impact of the $32.5 million after-tax charge recorded during the third quarter to write-down vehicle lease residual values. Excluding the charge, net income was $16.9 million for the recent quarter and $60.4 million for the first nine months of the year versus $20.3 million and $51.6 million in the same periods of 1999. Non-interest income for the first nine months of 2000 includes gains of $6.1 million on loan securitizations completed during the first half of the year; no securitization gains were recorded during the third quarter. Higher net charge-offs resulted in increases in the provision for loan losses for the three and nine month periods compared with the prior year. This business line constituted 20% of Huntington's adjusted net income for the quarter and 31% of its outstanding loans and leases 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 $5.8 million for the quarter just ended, and $16.8 million for the first nine months. The increase in the quarterly results is due to a 21% increase in non-interest income from higher trust and insurance revenue. The increase in expenses for the same period is primarily due to an increase in sales commissions related to the revenue growth. This segment represented 7% of Huntington's adjusted net income and 3% of total loans and leases.

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 $4.7 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 $13.7 million and $13.4 million in the recent quarter and nine months. The declines from last year were attributable to higher interest rates and the balance sheet repositioning strategy noted earlier. As more fully discussed later, net interest income at risk is now being managed to a lower level, consistent with Huntington's goal of a more stable revenue base.

RESULTS OF OPERATIONS

For comparative purposes versus prior periods, all growth amounts and rates in this section exclude the current period's special lease charge and are adjusted for the impact of acquisitions, securitization activities, and the fourth quarter 1999 credit card sale.

NET INTEREST INCOME

Net interest income for the three and nine months ended September 30, 2000, was $235.9 million and $709.4 million, respectively, down $20.9 million, or 8% compared with the same quarter last year and 7% on a year-to-date basis. As discussed previously, rising interest rates and a substantial repositioning of the balance sheet contributed to this decline. Compared with the immediately preceding quarter, net interest income increased $4.1 million, or 7% annualized, indicative of solid loan growth and improved core funding. The net interest margin increased two basis points to 3.74% during the third quarter following three consecutive quarters of decline.

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 $26.4 million for the third quarter, up from $22.1 million in the same period of 1999 primarily due to increased net charge-offs. On a managed basis, annualized net charge-offs for the current quarter increased to .45% from .39% for the third quarter of 1999. On a year-to-date basis, the provision for loan losses was $57.9 million, down $10.5 million from last year. This decline reflects the lower level of charge-offs in 2000, as losses were .37% in the first nine months of the year versus .43% in the same period last year.

NON-INTEREST INCOME

Non-interest income, excluding securities and securitization gains, was $110.3 million for the recent three months and $330.9 million for the first nine months of the year. The quarterly total represents a 4% decline from last year primarily due to a reduction in mortgage banking revenues in the prevailing higher interest rate environment. Excluding mortgage banking, quarterly non-interest income increased 3% from last year. Categories showing quarterly growth were led by electronic banking income, which was up 15% as a result of higher customer usage of Huntington's check card product, deposit account growth, and expansion of Huntington's ATM network. Insurance income, another area of particular focus for growth, was up 13%.

During the first nine months of 2000, Huntington realized security and securitization gains of $32.1 million, compared with $5.1 million in the same period a year ago. Sales of a portion of Huntington's investment in S1 Corporation common stock and other investment sales generated gains of $63.5 million in the current year. Substantially offsetting these gains, were losses of $27.3 million related to the previously mentioned strategic sale of lower-yielding investment securities. Huntington's auto securitization program netted a $4.1 million loss for the first nine months of 2000. A $10.2 million loss was recorded on the first-quarter transaction as Huntington securitized lower-coupon loans as part of the previously discussed balance sheet

repositioning. Gains totaling $6.1 million were realized on subsequent securitization transactions.

NON-INTEREST EXPENSE

Non-interest expense totaled $213.6 million in the third quarter, an adjusted increase of 2% compared with the same period last year. For the first nine months of 2000, non-interest expense remained relatively unchanged from last year. Higher facility and equipment costs related to the new operations center opened in the fall of 1999 and other expansion-related activities were the primary drivers of quarterly expense growth. Additionally, Huntington has made and will continue to make, investments in personnel and technology to support its commitment to growing revenue, resulting in some increase in expenses. However, during this process Huntington expects to maintain the improved cost discipline that has developed within the organization in the past year.

VEHICLE LEASE WRITE-DOWN

During the third quarter, Huntington recorded a special charge of $50.0 million ($32.5 million after-tax) to write-down residual values related to its $3.0 billion vehicle lease portfolio. Including this charge, the lease portfolio has been written-down $108 million. Of this total, $79 million remained available at September 30, 2000, to cover estimated losses inherent in the portfolio. Based on management's projections, this $79 million will cover 100% of the impairment losses in the portfolio given current market conditions. Additionally, Huntington has taken actions, including no longer capitalizing the value of customer-added options, that are expected to mitigate residual value exposure on new business.

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 September 30, 2000, the results of Huntington's sensitivity analysis indicated that net interest income would be expected to decline by approximately 1.4% if rates rose 100 basis points and would drop an estimated 2.9% in the event of a gradual 200 basis point increase. If rates declined 100 and 200 basis points, Huntington would benefit 1.4% and 2.6%, respectively. The sensitivity of net interest income to changes in interest rates increased versus the second quarter due to a change in the treatment of retained interests in securitized loans dictated by a new accounting standard. The new rules require the impact of changing rates on the retained interest to be included in net interest income versus the prior treatment, which included the impact in non-interest income. The change in reported sensitivity is not an incremental exposure to changing interest rates. Huntington's recent analysis continues to show a meaningful reduction in sensitivity to rising interest rates compared with year-end 1999, in which the risk to a 200 basis point increase was 4.7%. 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 September 30, 2000.

<TABLE>
<CAPTION>

(Dollars in millions)	Notional Value	Average Maturity (years)	Market Value	Average Rate	
				Receive	Pay
<S>	<C>	<C>	<C>	<C>	<C>
ASSET CONVERSION SWAPS					
Receive fixed	$1,500	2.1	$ (14.1)	6.07%	6.70%
Pay fixed	200	0.9	0.6	6.69%	6.31%
Total Asset Conversion Swaps	1,700	1.9	(13.5)	6.14%	6.65%
LIABILITY CONVERSION SWAPS					
Receive fixed	1,550	4.9	(14.5)	6.59%	6.82%
Pay fixed	3,285	0.8	(2.2)	6.75%	6.72%
Total Liability Conversion Swaps	4,835	2.1	(16.7)	6.70%	6.75%
BASIS PROTECTION SWAPS	600	0.2	(0.1)	6.69%	6.64%
TOTAL SWAP PORTFOLIO	$7,135	1.9	$ (30.3)	6.57%	6.72%

</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 September 30, 2000, Huntington's credit risk from interest rate swaps used for asset/liability management purposes was $64.4 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 $1.1 billion at September 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 $88.5 million at September 30, 2000, down $4.8 million from September 30, 1999. 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

improved to .44% from .47% one year ago. Loans past due ninety days or more but continuing to accrue interest increased to $80.3 million at September 30, 2000 versus $64.8 million last year.

The allowance for loan losses (ALL) is maintained at a level considered appropriate by management, based on its estimate of 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 15% at September 30, 2000, versus 10% one year ago.

The ALL reserve ratio was 1.45% at the recent quarter end compared with 1.48% at the end of the third quarter last year. As of September 30, 2000, the ALL covered non-performing loans approximately 3.8 times and when combined with the allowance for other real estate owned, was 327% 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 average equity to average assets increased to 8.20% in the recent quarter from 7.63% 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 7.20%, total risk-based capital ratio was 10.64%, and the leverage ratio was 6.80%. 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 under Huntington's common stock repurchase program. The shares will be repurchased in the open market and in privately negotiated transactions. 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. During the first nine months of 2000, Huntington repurchased approximately 8.8 million shares of its common stock through open market and privately negotiated transactions. Approximately 7.2 million of these shares were reissued in connection with the acquisitions of Empire and JRD. As of September 30, 2000, approximately 15.3 million shares remained available under the authorization. Huntington has not repurchased any shares since September 30, 2000 as management

is currently reviewing its capital management strategy, including future share repurchases.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Quantitative and qualitative disclosures for the current period are found on pages 19 through 21 of this report, which includes changes in market risk exposures from disclosures presented in Huntington's Annual Report on Form 10-K for the year ended December 31, 1999.

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FINANCIAL REVIEW

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

<TABLE>
<CAPTION>

(in thousands of dollars)	SEPTEMBER 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	2,070	51,371	49,328
6-10 years	86,719	82,744	476,055	446,512
Over 10 years	413	422	---	---
Total	89,140	85,236	528,227	496,641
Federal agencies				
Mortgage-backed securities				
Under 1 year	136	135	---	---
1-5 years	---	---	4	4
6-10 years	23,921	23,754	27,360	26,992
Over 10 years	1,749,205	1,708,638	1,638,047	1,574,336
Total	1,773,262	1,732,527	1,665,411	1,601,332
Other agencies				
1-5 years	1,116,185	1,082,941	789,008	760,251
6-10 years	236,131	227,925	498,790	469,696
Over 10 years	789,110	767,636	868,124	837,422
Total	2,141,426	2,078,502	2,155,922	2,067,369

Other				
Under 1 year	22,015	21,965	20,805	20,832
1-5 years	79,659	80,141	253,363	251,862
6-10 years	75,793	74,057	130,486	125,951
Over 10 years	584,390	560,536	251,333	239,975
Marketable equity securities .	56,897	63,277	10,524	66,241
Total	818,754	799,976	666,511	704,861
Total Securities Available for Sale	$4,822,582	$4,696,241	$5,016,071	$4,870,203

</TABLE>

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

<TABLE>
<CAPTION>

FOR THE THREE MONTHS ENDED SEPTEMBER 30,	2000	1999	% Change
<S>	<C>	<C>	<C>
NET INCOME(1)	$ 83,030	$ 105,587	(21.4)%
PER COMMON SHARE AMOUNTS(2)			
Net income			
Basic	$ 0.33	$ 0.42	(21.4)
Diluted	$ 0.33	$ 0.41	(19.5)
Cash dividends declared	$ 0.20	$ 0.18	11.1
AVERAGE COMMON SHARES OUTSTANDING-DILUTED(2)	252,033	255,216	(1.2)
KEY RATIOS			
Return on:			
Average total assets	1.15%	1.45%	(20.7)
Average shareholders' equity	14.04%	19.07%	(26.4)
Efficiency ratio	58.38%	51.02%	14.4
Average equity/average assets	8.20%	7.63%	7.5
Net interest margin	3.74%	4.22%	(11.4)
TANGIBLE OR "CASH BASIS" RATIOS(3)			
Net Income Per Common Share -- Diluted(2)	$ 0.36	$ 0.44	(18.2)
Return on:			
Average total assets	1.30%	1.59%	(18.2)
Average shareholders' equity	22.74%	29.54%	(23.0)

FOR THE NINE MONTHS ENDED SEPTEMBER 30,	2000	1999	% Change
NET INCOME(1)	$ 284,724	$ 307,134	(7.3)%
PER COMMON SHARE AMOUNTS(2)			
Net income			
Basic	$ 1.15	$ 1.21	(5.0)
Diluted	$ 1.14	$ 1.20	(5.0)
Cash dividends declared	$ 0.56	$ 0.50	12.0
AVERAGE COMMON SHARES OUTSTANDING-DILUTED(2)	248,909	256,138	(2.8)
KEY RATIOS			
Return on:			
Average total assets	1.32%	1.43%	(7.7)
Average shareholders' equity	16.87%	19.01%	(11.3)
Efficiency ratio	55.71%	51.36%	8.5
Average equity/average assets	7.84%	7.54%	4.1
Net interest margin	3.74%	4.18%	(10.5)
TANGIBLE OR "CASH BASIS" RATIOS(3)			
Net Income Per Common Share -- Diluted(2)	$ 1.24	$ 1.29	(3.9)
Return on:			
Average total assets	1.46%	1.57%	(7.0)
Average shareholders' equity	26.28%	29.90%	(12.1)

</TABLE>

(1) Presented on an "operating basis" (excludes 3Q 2000 special charge, net of

related taxes).
(2) Adjusted for the ten percent stock dividend distributed July 2000.
(3) Tangible or "Cash Basis" net income excludes amortization of goodwill and other intangibles and the special lease charge. Related asset amounts are excluded from total assets and shareholders' equity.

LOAN LOSS EXPERIENCE

<TABLE>
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(in thousands of dollars)	THREE MONTHS ENDED SEPTEMBER 30, 2000	THREE MONTHS ENDED SEPTEMBER 30, 1999	NINE MONTHS ENDED SEPTEMBER 30, 2000	NINE MONTHS ENDED SEPTEMBER 30, 1999
<S>	<C>	<C>	<C>	<C>
ALLOWANCE FOR LOAN LOSSES, BEGINNING OF PERIOD	$ 296,891	$ 293,274	$ 299,309	$ 290,948
Allowance acquired	---	---	7,900	---
Loan losses	(29,499)	(27,782)	(77,916)	(87,436)
Recoveries of loans previously charged off	5,705	8,044	20,325	23,693
Allowance of securitized loans	(4,807)	---	(12,863)	---
Provision for loan losses	26,396	22,076	57,931	68,407
ALLOWANCE FOR LOAN LOSSES END OF PERIOD	$ 294,686	$ 295,612	$ 294,686	$ 295,612
AS A % OF AVERAGE TOTAL LOANS				
Net loan losses--annualized	0.46%	0.39%	0.37%	0.43%
Provision for loan losses--annualized	0.51%	0.43%	0.37%	0.46%
Allowance for loan losses as a % of total loans	1.45%	1.48%	1.45%	1.48%
Net loan loss coverage(1)	6.05X	9.01x	8.00X	8.18x

</TABLE>

(1) Income before taxes (excluding 3Q 2000 special charge) and the provision for loan losses to net loan losses.

NON-PERFORMING ASSETS AND PAST DUE LOANS

<TABLE>
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(in thousands of dollars)	2000 III Q	2000 II Q	2000 I Q	1999 IV Q	1999 III Q
<S>	<C>	<C>	<C>	<C>	<C>
Non-accrual loans:					
Commercial	$44,918	$45,138	$44,404	$42,958	$41,374
Real Estate					
Construction	7,973	8,736	7,696	10,785	6,154
Commercial	13,722	12,714	13,991	16,131	15,751
Residential Mortgage	8,588	11,548	10,892	11,866	

					13,094
Total Nonaccrual Loans	75,201	78,136	76,983	81,740	76,373
Renegotiated loans	1,311	1,317	1,324	1,330	1,877
TOTAL NON-PERFORMING LOANS	76,512	79,453	78,307	83,070	78,250
Other real estate, net	11,982	15,670	13,904	15,171	15,072
TOTAL NON-PERFORMING ASSETS	$88,494	$95,123	$92,211	$98,241	$93,322
NON-PERFORMING LOANS AS A % OF TOTAL LOANS	0.38%	0.39%	0.38%	0.40%	0.39%
NON-PERFORMING ASSETS AS A % OF TOTAL LOANS AND OTHER REAL ESTATE	0.44%	0.46%	0.45%	0.47%	0.47%
ALLOWANCE FOR LOAN LOSES AS A % OF NON-PERFORMING LOANS	385.15%	373.67%	378.95%	360.31%	377.78%
ALLOWANCE FOR LOAN LOSSES AND OTHER REAL ESTATE AS A % OF NON-PERFORMING ASSETS	326.77%	306.89%	316.30%	299.85%	315.82%
ACCRUING LOANS PAST DUE 90 DAYS OR MORE	$80,290	$62,775	$60,156	$61,287	$64,788

</TABLE>

CONSOLIDATED AVERAGE BALANCES AND INTEREST RATES (QUARTERLY DATA)

<TABLE>
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Fully Tax Equivalent Basis(1)	3RD QUARTER 2000		2ND QUARTER 2000	
(in millions of dollars)	AVERAGE BALANCE	YIELD/ RATE	AVERAGE BALANCE	YIELD/ RATE
ASSETS				
Interest bearing deposits in banks	$ 5	6.13%	$ 6	5.13%
Trading account securities	11	6.54	18	8.67
Federal funds sold and securities purchased under resale agreements	136	6.43	105	6.10
Mortgages held for sale	99	8.51	99	8.11
Securities:				
Taxable	4,273	6.33	4,067	6.20
Tax exempt	270	7.57	276	7.63
Total Securities	4,543	6.40	4,343	6.29

Loans:				
Commercial	6,454	8.74	6,439	8.65
Real Estate				
Construction	1,283	8.88	1,254	8.72
Commercial	2,193	8.60	2,172	8.51
Consumer				
Loans	6,392	8.82	6,530	8.38
Leases	2,976	6.79	2,895	6.71
Residential Mortgage	1,325	7.64	1,473	7.62
Total Consumer	10,693	8.11	10,898	7.83
Total Loans	20,623	8.41	20,763	8.21
Allowance for loan losses	302		302	
Net loans(2)	20,321	8.90	20,461	8.69
Total earning assets	25,417	8.43%	25,334	8.27%
Cash and due from banks	968		1,046	
All other assets	2,615		2,496	
Total Assets	$28,698		$28,574	
LIABILITIES AND SHAREHOLDERS' EQUITY				
Core deposits				
Non-interest bearing deposits	$ 3,425		$ 3,485	
Interest bearing demand deposits	4,385	3.47%	4,228	3.32%
Savings deposits	3,528	4.14	3,583	4.21
Certificates of deposit	6,826	5.87	6,520	5.57
Total core deposits	18,164	4.74	17,816	4.57
Other domestic time deposits of $100,000 or more	1,057	6.63	1,233	6.24
Foreign time deposits	561	6.63	626	6.66
Total deposits	19,782	4.93	19,675	4.78
Short-term borrowings	2,014	6.12	1,761	5.77
Medium-term notes	2,592	6.81	3,042	6.46
Subordinated notes and other long-term debt, including preferred capital securities	1,171	7.39	1,148	7.08
Interest bearing liabilities	22,134	5.39%	22,141	5.21%
All other liabilities	787		743	
Shareholders' equity	2,352		2,205	

TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	$28,698	$28,574
	=======	=======
Net interest rate spread	3.04%	3.06%
Impact of non-interest bearing funds on margin	0.70%	0.66%
NET INTEREST MARGIN	3.74%	3.72%

</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>

1ST QUARTER 2000		4th Quarter 1999		3rd Quarter 1999	
AVERAGE BALANCE	YIELD/ RATE	Average Balance	Yield/ Rate	Average Balance	Yield/ Rate
$ 6	3.69%	$ 13	3.94%	$ 8	3.64%
14	6.26	14	6.35	7	5.64
23	6.11	31	6.10	20	5.39
109	7.59	135	7.45	169	7.27
4,515	6.14	4,854	6.15	4,846	6.14
282	7.68	288	7.73	295	7.76
4,797	6.23	5,142	6.23	5,141	6.24
6,345	8.31	6,194	8.06	6,066	7.90
1,238	8.38	1,182	8.19	1,103	8.13
2,156	8.35	2,185	8.18	2,215	8.14
6,837	8.29	6,876	8.27	7,093	8.29
2,773	6.65	2,633	6.55	2,365	6.75
1,449	7.54	1,443	7.45	1,421	7.47
11,059	7.78	10,952	7.75	10,879	7.85
20,798	8.04	20,513	7.91	20,263	7.91
306		309		301	
20,492	8.52	20,204	8.43	19,962	8.54
25,747	8.08%	25,848	7.98%	25,608	8.07%
1,058		1,024		1,026	
2,454		2,434		2,468	
$28,953		$ 28,997		$ 28,801	
$ 3,466		$ 3,460		$ 3,509	
4,053	2.97%	4,077	2.76%	4,139	2.66%
3,645	3.80	3,768	3.61	3,792	3.43
6,533	5.38	6,572	5.18	6,496	5.05
17,697	4.29	17,877	4.09	17,936	3.94
1,445	6.03	1,029	5.85	798	5.08
649	5.65	517	5.40	465	5.17
19,791	4.50	19,423	4.24	19,199	4.03

1,954	5.10	2,226	4.74	2,331	4.54
3,283	6.18	3,347	5.88	3,415	5.44
1,004	6.82	1,000	6.51	1,001	6.03
22,566	4.90%	22,536	4.64%	22,437	4.39%
715		893		658	
2,206		2,108		2,197	
$28,953		$ 28,997		$ 28,801	
	3.18%		3.34%		3.68%
	0.60%		0.60%		0.54%
	3.78%		3.94%		4.22%

</TABLE>

SELECTED QUARTERLY INCOME STATEMENT DATA

<TABLE>
<CAPTION>

	2000			1999	
(in thousands of dollars, except per share amounts)	III Q	II Q	I Q	IV Q	III Q
<S>	<C>	<C>	<C>	<C>	<C>
TOTAL INTEREST INCOME	$535,791	$519,496	$515,557	$515,516	$516,294
TOTAL INTEREST EXPENSE	299,922	286,690	274,866	262,854	247,863
NET INTEREST INCOME	235,869	232,806	240,691	252,662	268,431
Provision for loan losses	26,396	15,834	15,701	20,040	22,076
NET INTEREST INCOME AFTER PROVISION FOR LOAN LOSSES	209,473	216,972	224,990	232,622	246,355
Service charges on deposit accounts	39,722	40,097	41,660	42,774	41,700
Brokerage and insurance income	15,564	13,945	15,284	13,373	14,620
Trust services	13,181	13,165	12,863	12,828	12,625
Electronic banking fees	11,238	11,250	9,849	10,082	9,771
Bank Owned Life Insurance income	9,786	9,486	9,186	9,390	9,390
Mortgage banking	9,412	8,122	8,515	9,426	14,282
Credit card fees	1,744	1,340	1,793	5,091	6,626
Other	9,626	12,066	11,989	11,374	6,103
TOTAL NON-INTEREST INCOME BEFORE SECURITIES AND SECURITIZATION GAINS	110,273	109,471	111,139	114,338	115,117
Securities and securitization gains	11,379	6,193	14,555	7,905	537
Gains on sale of credit card portfolios	--	--	--	108,530	--
TOTAL NON-INTEREST INCOME	121,652	115,664	125,694	230,773	115,654
Personnel and related costs	109,463	104,133	102,344	100,654	104,730
Net occupancy	19,520	18,613	19,135	17,890	16,799
Equipment	18,983	18,863	19,412	18,161	16,059
Outside data processing and other services .	15,531	15,336	15,002	15,642	15,929
Amortization of intangible assets	10,311	9,206	9,196	9,307	9,326
Marketing	8,557	7,742	7,993	9,642	9,049
Telecommunications	6,480	6,472	6,749	7,108	7,412
Printing and supplies	4,849	4,956	4,617	5,483	5,254
Legal and other professional services	4,719	4,815	4,500	5,868	4,754
Franchise and other taxes	2,841	2,635	2,438	2,708	3,598
Other	12,331	5,305	8,720	12,432	13,279
TOTAL NON-INTEREST EXPENSE BEFORE SPECIAL CHARGES	213,585	198,076	200,106	204,895	206,189
Special charges	50,000	--	--	96,791	--
TOTAL NON-INTEREST EXPENSE	263,585	198,076	200,106	301,686	206,189
INCOME BEFORE INCOME TAXES	67,540	134,560	150,578	161,709	155,820
Provision for income taxes	17,010	37,039	46,405	46,769	50,233

NET INCOME	$ 50,530	$ 97,521	$104,173	$114,940	$105,587
PER COMMON SHARE (1)					
Net income					
Diluted	$ 0.20	$ 0.40	$ 0.42	$ 0.45	$ 0.41
Diluted - Cash Basis	$ 0.23	$ 0.43	$ 0.45	$ 0.48	$ 0.44
Cash Dividends Declared	$ 0.20	$ 0.18	$ 0.18	$ 0.18	$ 0.18
FULLY TAX EQUIVALENT MARGIN:					
Net Interest Income	$235,869	$232,806	$240,691	$252,662	$268,431
Tax Equivalent Adjustment (2)	2,022	2,074	2,157	2,249	2,280
Tax Equivalent Net Interest Income	$237,891	$234,880	$242,848	$254,911	$270,711

</TABLE>

(1) Adjusted for the ten percent stock dividend distributed July 2000.
(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	
	III Q	II Q	I Q	IV Q	III Q
<S>	<C>	<C>	<C>	<C>	<C>
High	$18 3/4	$20 13/16	$21 13/16	$27 15/16	$30 13/16
Low	14 11/16	14 3/8	16 1/8	19 1/2	22 7/16
Close	14 11/16	14 3/8	20 5/16	21 11/16	24 1/8
Cash dividends declared	$0.20	$0.18	$0.18	$ 0.18	$ 0.18

</TABLE>

Note: Stock price quotations were obtained from NASDAQ.

KEY RATIOS AND STATISTICS

<TABLE>
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	2000			1999	
MARGIN ANALYSIS - AS A % OF AVERAGE EARNING ASSETS(2)	III Q	II Q	I Q	IV Q	III Q
<S>	<C>	<C>	<C>	<C>	

	2000 III Q	2000 II Q	2000 I Q	1999 IV Q	1999 III Q
Interest Income	8.43%	8.27%	8.08%	7.98%	8.07%
Interest Expense	4.69%	4.55%	4.30%	4.04%	3.85%
Net Interest Margin	3.74%	3.72%	3.78%	3.94%	4.22%
RETURN ON (3)					
Average total assets	1.15%	1.37%	1.45%	1.57%	1.45%
Average total assets - cash basis	1.30%	1.51%	1.58%	1.71%	1.59%
Average shareholders' equity	14.04%	17.79%	18.99%	21.64%	19.07%
Average shareholders' equity - cash basis	22.74%	27.26%	29.01%	33.69%	29.54%
Efficiency Ratio(3).................................	58.38%	54.85%	53.93%	52.97%	51.02%

REGULATORY CAPITAL DATA (in millions of dollars)	2000 III Q	2000 II Q	2000 I Q	1999 IV Q	1999 III Q
Total Risk-Adjusted Assets	$ 26,370	$25,900	$25,251	$ 25,298	$25,309
Tier 1 Risk-Based Capital Ratio	7.20%	7.40%	7.23%	7.52%	7.32%
Total Risk-Based Capital Ratio	10.64%	10.90%	10.90%	10.72%	10.62%
Tier 1 Leverage Ratio	6.80%	6.89%	6.45%	6.72%	6.58%

(1) Adjusted for the ten percent stock dividend distributed July 2000.
(2) Presented on a fully tax equivalent basis assuming a 35% tax rate.
(3) Excludes special charges.

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 the August 23, 2000, acquisition by Huntington of J. Rolfe Davis Insurance Agency, Inc., an insurance agency headquartered in Orlando, Florida ("JRD"), Huntington issued 695,210 unregistered shares of Huntington common stock, without par value, to twenty-three shareholders of JRD on August 31, 2000. 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 July 18, 2000, was filed under report item numbers 5 and 7, concerning Huntington's results of operations for the second quarter 2000.

2. A report on Form 8-K, dated September 29, 2000, was filed under item numbers 5 and 7, concerning Huntington's earnings expectations for the third and fourth quarters of 2000 and for the year 2001.

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: November 14, 2000

/s/ Richard A. Cheap

Richard A. Cheap
General Counsel and Secretary

Date: November 14, 2000

/s/ Michael J. McMennamin

Michael J. McMennamin
Executive Vice President,
Chief Financial Officer and Treasurer
(Principal Financial Officer and
Principal Accounting Officer)

<TABLE> <S> <C>

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THE SCHEDULE CONTAINS SUMMARY FINANCIAL INFORMATION EXTRACTED FROM HUNTINGTON BANCSHARES INCORPORATED'S QUARTERLY REPORT ON FORM 10-Q FOR THE QUARTER ENDED SEPTEMBER 30, 2000, AND IS QUALIFIED IN ITS ENTIRETY BY REFERENCE TO SUCH FINANCIAL STATEMENTS.
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EXHIBIT 99

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

	THREE MONTHS ENDED SEPTEMBER 30		NINE MONTHS ENDED SEPTEMBER 30	
	2000	1999	2000	1999
EXCLUDING INTEREST ON DEPOSITS				
Income before taxes	$ 67,540	$ 155,820	$ 352,678	$ 453,062
Fixed charges:				
Interest expense	97,263	88,354	283,957	252,404
Interest factor of rent expense	3,450	3,925	10,604	7,999
Total fixed charges	100,713	92,279	294,561	260,403
Earnings	$ 168,253	$ 248,099	$ 647,239	$ 713,465
Fixed charges	$ 100,713	$ 92,279	$ 294,561	$ 260,403
RATIO OF EARNINGS TO FIXED CHARGES	1.67 X	2.69 X	2.20 X	2.74 X
INCLUDING INTEREST ON DEPOSITS				
Income before taxes	$ 67,540	$ 155,820	$ 352,678	$ 453,062
Fixed charges:				
Interest expense	299,922	247,863	861,478	721,386
Interest factor of rent expense	3,450	3,925	10,604	7,999
Total fixed charges	303,372	251,788	872,082	729,385
Earnings	$ 370,912	$ 407,608	$ 1,224,760	$ 1,182,447
Fixed charges	$ 303,372	$ 251,788	$ 872,082	$ 729,385
RATIO OF EARNINGS TO FIXED CHARGES	1.22 X	1.62 X	1.40 X	1.62 X