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, 1999

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 230,313,894 shares of Registrant's without par value common stock outstanding on July 30, 1999.

PART I. FINANCIAL INFORMATION

1. FINANCIAL STATEMENTS (UNAUDITED)

<TABLE>
CONSOLIDATED BALANCE SHEETS

<CAPTION>

(in thousands of dollars)	JUNE 30, 1999	DECEMBER 31, 1998	JUNE 30, 1998
<S>	<C>	<C>	<C>
ASSETS			
Cash and due from banks	$ 996,065	$ 1,215,814	$ 1,151,784
Interest bearing deposits in banks	7,978	102,564	278,400
Trading account securities	12,058	3,839	30,244
Federal funds sold and securities purchased under resale agreements	10,233	135,764	707,377
Mortgages held for sale	236,260	466,664	305,741
Securities available for sale - at fair value	4,573,160	4,781,415	4,467,986
Investment securities - fair value $21,350; $25,044; and $29,898, respectively	21,307	24,934	29,637
Total loans (1)	20,152,698	19,454,551	19,061,839
Less allowance for loan losses	293,274	290,948	286,864

Net loans	19,859,424	19,163,603	18,774,975
Bank owned life insurance	746,618	727,837	612,516
Premises and equipment	443,485	447,038	496,840
Customers' acceptance liability	14,948	22,591	25,906
Accrued income and other assets	1,239,544	1,204,273	1,305,813
TOTAL ASSETS	$28,161,080	$28,296,336	$28,187,219
LIABILITIES AND SHAREHOLDERS' EQUITY			
Total deposits (1)	$18,933,161	$19,722,772	$19,666,248
Short-term borrowings	2,275,980	2,216,644	1,655,244
Bank acceptances outstanding	14,948	22,591	25,906
Medium-term notes	3,199,900	2,539,900	3,147,150
Subordinated notes and other long-term debt	700,518	707,359	749,692
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	590,371	638,275	509,130
Total Liabilities	26,014,878	26,147,541	26,053,370
Shareholders' equity			
Preferred stock - authorized 6,617,808 shares; none outstanding			
Common stock - without par value; authorized 500,000,000 shares; issued 212,596,344, 212,596,344, and 193,279,797 shares, respectively; outstanding 209,710,432, 210,746,337, and 192,425,915 shares, respectively	2,152,076	2,152,076	1,528,768
Treasury stock	(85,202)	(49,271)	(22,832)
Capital surplus	(18,043)	(14,161)	393,296
Accumulated other comprehensive income	(55,564)	24,693	15,376
Retained earnings	152,935	35,458	219,241
Total Shareholders' Equity	2,146,202	2,148,795	2,133,849
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	$28,161,080	$28,296,336	$28,187,219

</TABLE>

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

See notes to unaudited financial statements.

<TABLE>
CONSOLIDATED STATEMENTS OF INCOME

<CAPTION>

(in thousands of dollars, except per share amounts)	THREE MONTHS ENDED JUNE 30,	SIX MONTHS ENDED JUNE 30,

	1999	1998	1999	1998
Interest and fee income				
Loans	$ 415,451	$ 399,134	$ 825,632	$ 799,941
Securities	77,879	84,369	156,731	181,540
Other	5,170	7,765	11,829	12,267
TOTAL INTEREST INCOME	498,500	491,268	994,192	993,748
Interest expense				
Deposits	153,168	162,153	309,473	324,405
Short-term borrowings	30,528	24,343	61,003	58,165
Medium-term notes	39,353	46,236	74,107	87,676
Subordinated notes and other long-term debt	14,303	11,107	28,940	21,225
TOTAL INTEREST EXPENSE	237,352	243,839	473,523	491,471
NET INTEREST INCOME	261,148	247,429	520,669	502,277
Provision for loan losses	21,026	24,595	46,331	46,776
NET INTEREST INCOME AFTER PROVISION FOR LOAN LOSSES..	240,122	222,834	474,338	455,501
Total non-interest income (1)	117,276	119,656	227,148	215,075
Total non-interest expense (1)	202,138	206,678	404,244	403,120
INCOME BEFORE INCOME TAXES	155,260	135,812	297,242	267,456
Provision for income taxes	50,285	43,503	95,695	85,661
NET INCOME	$ 104,975	$ 92,309	$ 201,547	$ 181,795
PER COMMON SHARE (2)				
Net income				
Basic	$ 0.45	$ 0.40	$ 0.87	$ 0.78
Diluted	$ 0.45	$ 0.39	$ 0.86	$ 0.77
Cash dividends declared	$ 0.18	$ 0.16	$ 0.36	$ 0.32
AVERAGE COMMON SHARES (2)				
Basic	230,975,889	232,759,820	231,217,450	232,638,050
Diluted	233,154,045	236,130,212	233,278,544	235,660,798

</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 1999.

See notes to unaudited consolidated financial statements.

<TABLE>

CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

<CAPTION>

(IN THOUSANDS, EXCEPT PER SHARE AMOUNTS)	COMMON SHARES	COMMON STOCK	TREASURY SHARES	TREASURY STOCK	CAPITAL SURPLUS	ACCUMULATED OTHER COMPREHENSIVE INCOME	RETAINED EARNINGS	TOTAL
Six Months Ended June 30, 1998:								
Balance, beginning of period	193,279	$1,528,768	(1,543)	$(36,791)	$404,235	$ 14,800	$114,379	$2,025,391
Comprehensive Income:								
Net income							181,795	181,795
Unrealized net holding gains on securities available for sale arising during the period						576		576
Total comprehensive income								182,371
Cash dividends declared							(76,933)	(76,933)
Stock issued for acquisition			160	3,883	(3,815)			68
Stock options exercised			510	9,597	(7,328)			2,269
Treasury shares sold to employee benefit plans			19	479	204			683
Balance, end of period	193,279	$1,528,768	(854)	$(22,832)	$393,296	$ 15,376	$219,241	$2,133,849
SIX MONTHS ENDED JUNE 30, 1999:								
BALANCE, BEGINNING OF PERIOD	212,596	$2,152,076	(1,850)	$(49,271)	$(14,161)	$ 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			227	6,221	(3,882)			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	$2,152,076	(2,886)	$(85,202)	$(18,043)	$(55,564)	$152,935	$2,146,202

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</TABLE>

See notes to unaudited consolidated financial statements.

<TABLE>
CONSOLIDATED STATEMENTS OF CASH FLOWS

<CAPTION>

(in thousands of dollars)	SIX MONTHS ENDED JUNE 30, 1999	1998
OPERATING ACTIVITIES		
Net Income	$ 201,547	$ 181,795
Adjustments to reconcile net income to net cash provided by operating activities		
Provision for loan losses	46,331	46,776
Provision for depreciation and amortization	59,294	34,922
Deferred income tax expense	20,432	12,265
Increase in trading account securities	(8,219)	(23,162)
Decrease (increase) in mortgages held for sale	230,404	(112,793)
Net gains on sales of securities available for sale	(4,530)	(17,405)
Net gains on sales of loans	--	(9,857)
(Increase) decrease in accrued income receivable	(12,849)	4,059
Net increase in other assets	(81,392)	(56,326)
Decrease in accrued expenses	(23,459)	(5,954)
Net increase (decrease) in other liabilities	15,531	(37,129)
NET CASH PROVIDED BY OPERATING ACTIVITIES	443,090	17,191
INVESTING ACTIVITIES		
Decrease (increase) in interest bearing deposits in banks	94,586	(238,782)
Proceeds from :		
Maturities and calls of investment securities	3,610	3,319
Maturities and calls of securities available for sale	425,168	387,959
Sales of securities available for sale	1,537,067	2,606,218
Purchases of securities available for sale	(1,875,651)	(1,611,060)
Proceeds from sales of loans	2,853	132,712
Net loan originations, excluding sales	(745,835)	(53,807)
Proceeds from disposal of premises and equipment	2,783	776
Purchases of premises and equipment	(37,704)	(66,492)
Proceeds from sales of other real estate	5,727	7,058
Purchase of Bank Owned Life Insurance	--	(200,000)
Net cash received in purchase acquisitions	--	344,046
NET CASH (USED FOR) PROVIDED BY INVESTING ACTIVITIES	(587,396)	1,311,947
FINANCING ACTIVITIES		
Decrease in total deposits	(789,583)	(728,747)
Increase (decrease) in short-term borrowings	59,336	(1,486,427)
Proceeds from issuance of long-term debt	--	300,000
Maturity of long-term debt	(7,000)	(47,538)
Proceeds from issuance of medium-term notes	1,675,000	1,020,000
Payment of medium-term notes	(1,015,000)	(205,000)
Proceeds from issuance of capital securities	--	100,000
Dividends paid on common stock	(83,914)	(76,786)
Repurchase of common stock	(42,861)	--
Proceeds from issuance of common stock	3,048	2,952
NET CASH USED FOR FINANCING ACTIVITIES	(200,974)	(1,121,546)
CHANGE IN CASH AND CASH EQUIVALENTS	(345,280)	207,592
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD	1,351,578	1,651,569
CASH AND CASH EQUIVALENTS AT END OF PERIOD	$ 1,006,298	$ 1,859,161

</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's 1998 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 with the 1999 presentation. These reclassifications had no effect on net income.

C. Comprehensive Income

Comprehensive Income includes net income as well as certain items that are reported directly within a separate component of stockholders' equity that bypass net income. Currently, Huntington's only component of Other Comprehensive Income is the unrealized gains (losses) on securities available for sale. The related before and after tax amounts are as follows (in thousands):

<TABLE>
<CAPTION>

	THREE MONTHS ENDED JUNE 30		SIX MONTHS ENDED JUNE 30	
	1999	1998	1999	1998
<S>	<C>	<C>	<C>	<C>
Unrealized holding gains (losses) arising during the period:				
Unrealized net (losses) gains	$(55,749)	$ 22,000	$(119,815)	$ 18,296
Related tax benefit (expense)	19,848	(7,729)	42,502	(6,407)
Net	(35,901)	14,271	(77,313)	11,889
Reclassification adjustment for net gains realized during the period				
Realized net gains	(2,220)	(14,316)	(4,530)	(17,405)
Related tax expense	777	5,011	1,586	6,092
Net	(1,443)	(9,305)	(2,944)	(11,313)
Total Other Comprehensive Income	$(37,344)	$ 4,966	$ (80,257)	$ 576

</TABLE>

D. New Accounting Pronouncements

In June 1998, the FASB issued Statement No. 133, "Accounting for Derivative Instruments and Hedging Activities". This Statement (as amended by Statement No. 137) establishes accounting and reporting standards requiring that every derivative instrument (including certain derivative instruments embedded in other contracts) 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. This Statement must be applied to (a) all free-standing derivative instruments and (b) certain derivative instruments embedded in hybrid contracts that were issued, acquired, or substantively modified after December 31, 1997.

Huntington expects to adopt Statement 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.

E. Trust Preferred Securities

In January 1997, Huntington Capital I ("the Trust"), a Delaware statutory business trust owned by Huntington, issued $200 million of company obligated mandatorily redeemable capital securities. The proceeds from the issuance of the capital securities ($200 million) and common securities ($6.2 million) were used by the Trust to purchase from Huntington $206.2 million of Floating Rate Junior Subordinated Debentures.

In June 1998, an additional $100 million of company obligated mandatorily redeemable capital securities were issued by Huntington Capital II ("the Series B Trust"), a statutory business trust also owned by Huntington. The proceeds, including $3.1 million of common securities purchased by Huntington, were used by the Series B Trust to purchase from Huntington $103.1 million of Series B Floating Rate Junior Subordinated Debentures.

The subordinated debentures are the sole assets of each trust and Huntington owns all of the common securities of the trusts. Interest payments made on the capital securities are reported as a component of interest expense on long-term debt. The capital securities bear interest and mature as follows:

<TABLE>
<CAPTION>

<S>	Variable Interest Rate <C>	Maturity Date <C>
Huntington Capital I	LIBOR + .70%	February 1, 2027
Huntington Capital II	LIBOR + .625%	June 15, 2028

</TABLE>

The net proceeds received by Huntington from the sale of the capital securities were used for general corporate purposes.

F. Special Charge

In October 1998, Huntington announced several initiatives to strengthen its financial performance. These initiatives included the realignment of the banking network; the exit of underperforming product lines and delivery channels; the reduction of 1,000 work force positions, or approximately 10% of the total employee base; and other cost savings measures. As a result of the above initiatives, Huntington incurred a special charge of $90 million in the fourth quarter of 1998. Refer to Note 2 in the Notes to the Consolidated Financial Statements appearing in Huntington's 1998 Annual Report on Form 10-K for further information.

The table below summarizes the major components of the special charge, as well as the related amounts applied against the reserve through June 30, 1999. Huntington expects that the remaining reserve of $31 million, which represents estimated future cash outlays, will be substantially utilized by the end of 1999.

<TABLE>
<CAPTION>

(in millions of dollars) <S>	EMPLOYEE COSTS <C>	OPERATIONS EQUIPMENT <C>	RETAIL BANK OFFICES <C>	EXIT COSTS <C>	TOTAL <C>
Special Charge	$26	$ 12	$20	$32	$ 90
Utilization:					
Cash	(8)	--	--	(7)	(15)
Non-cash	--	(12)	(5)	(4)	(21)
Balance as of December 31, 1998	18	--	15	21	54
Utilization	(4)	--	(4)	(5)	(13)
Balance as of March 31, 1999	14	--	11	16	41
Utilization	(2)	--	(1)	(7)	(10)
Balance as of June 30, 1999	$12	$ --	$10	$ 9	$ 31

</TABLE>

G. 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 and the conversion impact of convertible equity instruments.

The calculation of basic and diluted earnings per share for each of the periods ended June 30, is as follows (in thousands, except per share amounts):

<TABLE>
<CAPTION>

	THREE MONTHS ENDED JUNE 30		SIX MONTHS ENDED JUNE 30	
	1999	1998	1999	1998
<S>	<C>	<C>	<C>	<C>
Net Income	$104,975	$ 92,309	$201,547	$181,795
Average common shares outstanding	230,976	232,760	231,217	232,638
Dilutive effect of stock options	2,178	3,370	2,062	3,023
Diluted common shares outstanding	233,154	236,130	233,279	235,661
Earnings per share				
Basic	$ .45	$ .40	$ .87	$ .78
Diluted	$ .45	$ .39	$ .86	$ .77

</TABLE>

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

H. LINES OF BUSINESS

Huntington segments its operations into five distinct lines of business: Retail Banking; Corporate Banking; Dealer Sales; Private Financial Group; and Treasury/Other. Line of business results are determined based upon Huntington's business profitability reporting system, which assigns balance sheet and income statement items to each of the business segments. The process is designed around Huntington's organizational and management structure and accordingly, the results are not necessarily comparable with similar information published by other financial institutions. Results are revised periodically to reflect enhancements to Huntington's profitability reporting system and changes in its organizational structure. For a detailed description of the individual segments, refer to Huntington's Management Discussion and Analysis.

<TABLE>
<CAPTION>

THREE MONTHS ENDED JUNE 30, 1999

	Retail Banking	Corporate Banking	Dealer Sales	Private Financial Group	Treasury/ Other	Huntington Consolidated
<S>	<C>	<C>	<C>	<C>	<C>	<C>
INCOME STATEMENT (IN THOUSANDS OF DOLLARS)						
Net Interest Income (FTE)	$139,501	$65,033	$46,343	$ 6,908	$ 5,753	$263,538
Provision for Loan Losses	8,143	2,834	9,764	285	--	21,026
Non-Interest Income	74,100	16,824	550	12,001	13,801	117,276
Non-Interest Expense	133,287	32,217	12,034	10,139	14,461	202,138
Income Taxes and FTE Adjustment	24,115	15,640	8,385	2,835	1,700	52,675
Net Income	$ 48,056	$31,166	$16,710	$ 5,650	$ 3,393	$104,975
Depreciation & Amortization	$ 16,421	$ 2,235	$ 292	$ 374	$10,400	$ 29,722
OTHER FINANCIAL DATA (IN MILLIONS OF DOLLARS)						
Identifiable Assets (avg.)	$ 7,089	$ 7,280	$ 6,026	$ 578	$ 7,758	$ 28,731
Total Deposits (avg.)	16,897	1,006	64	516	590	19,073
Capital Expenditures	3	1	--	--	16	20

<CAPTION>

THREE MONTHS ENDED JUNE 30, 1998

	Retail Banking	Corporate Banking	Dealer Sales	Private Financial Group	Treasury/ Other	Huntington Consolidated
<S>	<C>	<C>	<C>	<C>	<C>	<C>
INCOME STATEMENT						

(IN THOUSANDS OF DOLLARS)						
Net Interest Income (FTE)	$131,001	$63,600	$38,580	$ 7,869	$ 8,960	$250,010
Provision for Loan Losses	7,955	3,332	12,927	381	--	24,595
Non-Interest Income	58,951	17,299	1,699	10,243	31,464	119,656
Non-Interest Expense	134,336	36,448	12,515	9,960	13,419	206,678
Income Taxes and FTE Adjustment	15,870	13,692	4,941	2,588	8,993	46,084
Net Income	$ 31,791	$27,427	$ 9,896	$ 5,183	$18,012	$ 92,309
Depreciation & Amortization	$ 12,972	$ 1,507	$ 148	$ 296	$ 2,231	$ 17,154
OTHER FINANCIAL DATA (IN MILLIONS OF DOLLARS)						
Identifiable Assets (avg.)	$ 6,997	$ 6,249	$ 5,141	$ 616	$ 7,069	$ 26,072
Total Deposits (avg.)	15,336	978	66	473	601	17,454
Capital Expenditures	7	1	--	--	36	44

</TABLE>

<TABLE>
<CAPTION>

SIX MONTHS ENDED JUNE 30, 1999

<S>	Retail Banking <C>	Corporate Banking <C>	Dealer Sales <C>	Private Financial Group <C>	Treasury/ Other <C>	Huntington Consolidated <C>
INCOME STATEMENT (IN THOUSANDS OF DOLLARS)						
Net Interest Income (FTE)	$273,097	$131,758	$91,992	$14,404	$14,312	$525,563
Provision for Loan Losses	17,966	7,245	20,715	405	--	46,331
Non-Interest Income	139,362	32,683	941	23,495	30,667	227,148
Non-Interest Expense	267,943	62,432	23,540	19,739	30,590	404,244
Income Taxes and FTE Adjustment	42,132	31,550	16,206	5,911	4,790	100,589
Net Income	$ 84,418	$ 63,214	$32,472	$11,844	$ 9,599	$201,547
Depreciation & Amortization	$ 32,961	$ 4,228	$ 558	$ 747	$20,800	$ 59,294
OTHER FINANCIAL DATA (IN MILLIONS OF DOLLARS)						
Identifiable Assets (avg.)	$ 7,052	$ 7,235	$ 5,915	$ 591	$ 7,784	$ 28,577
Total Deposits (avg.)	17,028	1,004	62	522	486	19,102
Capital Expenditures	8	2	--	--	28	38

<CAPTION>

SIX MONTHS ENDED JUNE 30, 1998

<S>	Retail Banking <C>	Corporate Banking <C>	Dealer Sales <C>	Private Financial Group <C>	Treasury/ Other <C>	Huntington Consolidated <C>
INCOME STATEMENT (IN THOUSANDS OF DOLLARS)						
Net Interest Income (FTE)	$264,960	$121,783	$80,291	$15,725	$24,754	$507,513
Provision for Loan Losses	21,448	5,557	19,041	730	--	46,776
Non-Interest Income	113,614	34,092	3,375	20,692	43,302	215,075
Non-Interest Expense	263,324	69,385	24,883	19,542	25,986	403,120
Income Taxes and FTE Adjustment	31,228	26,945	13,231	5,375	14,118	90,897
Net Income	$ 62,574	$ 53,988	$26,511	$10,770	$27,952	$181,795
Depreciation & Amortization	$ 24,915	$ 2,962	$ 310	$ 587	$ 6,148	$ 34,922
OTHER FINANCIAL DATA (IN MILLIONS OF DOLLARS)						
Identifiable Assets (avg.)	$ 6,857	$ 6,371	$ 5,085	$ 613	$ 7,274	$ 26,200
Total Deposits (avg.)	15,289	951	61	469	698	17,468

Capital Expenditures	14	2	--	--	50	66

</TABLE>

<TABLE>

FINANCIAL REVIEW

<CAPTION>

LOAN PORTFOLIO COMPOSITION

(in thousands of dollars)	JUNE 30, 1999	December 31, 1998	June 30, 1998
Commercial	$ 6,185,228	$ 6,026,736	$ 5,843,190
Real Estate			
Construction	1,040,861	919,326	820,015
Commercial	2,255,103	2,231,786	2,281,330
Residential	1,418,090	1,408,289	1,536,510
Consumer			
Loans	6,995,922	6,958,054	6,886,107
Leases	2,257,692	1,910,642	1,695,101
	20,152,896	19,454,833	19,062,253
Unearned Income on Loans	(198)	(282)	(414)
TOTAL LOANS	$20,152,698	$19,454,551	$19,061,839

<CAPTION>

DEPOSIT COMPOSITION

(in thousands of dollars)	JUNE 30, 1999	December 31, 1998	June 30, 1998
Demand deposits			
Non-interest bearing	$ 2,864,898	$ 3,129,199	$ 2,847,307
Interest bearing	4,683,698	4,642,147	4,618,674
Savings deposits	3,979,230	3,690,040	3,456,810
Other domestic time deposits	5,374,687	6,186,985	6,694,770
TOTAL CORE DEPOSITS	16,902,513	17,648,371	17,617,561
Certificates of deposit of $100,000 or more	1,634,203	1,699,261	2,008,887
Foreign time deposits	396,445	375,140	39,800
TOTAL DEPOSITS	$18,933,161	$19,722,772	$19,666,248

</TABLE>

<TABLE>

FINANCIAL REVIEW

<CAPTION>

ANALYSIS OF NON-INTEREST INCOME

(in thousands of dollars)	THREE MONTHS ENDED JUNE 30, 1999	1998	PERCENT CHANGE	SIX MONTHS ENDED JUNE 30, 1999	1998	PERCENT CHANGE
Service charges on deposit accounts	$ 36,065	$ 30,428	18.53%	$ 71,841	$ 59,918	19.90%
Mortgage banking	17,224	15,191	13.38	33,182		

					29,348	13.06
Trust services	13,143	12,745	3.12	26,577	25,328	4.93
Brokerage and insurance income	12,540	8,520	47.18	24,083	16,805	43.31
Electronic banking fees	9,410	7,520	25.13	17,448	13,268	31.50
Bank Owned Life Insurance income	9,390	7,168	31.00	18,780	12,516	50.05
Credit card fees	6,255	5,450	14.77	11,597	10,345	12.10
Other	11,029	18,318	(39.79)	19,110	30,142	(36.60)
TOTAL NON-INTEREST INCOME BEFORE SECURITIES GAINS	115,056	105,340	9.22	222,618	197,670	12.62
Securities gains	2,220	14,316	(84.49)	4,530	17,405	(73.97)
TOTAL NON-INTEREST INCOME	$117,276	$119,656	(1.99)%	$227,148	$215,075	5.61%

<CAPTION>

ANALYSIS OF NON-INTEREST EXPENSE

(in thousands of dollars)	THREE MONTHS ENDED JUNE 30, 1999	1998	PERCENT CHANGE	SIX MONTHS ENDED JUNE 30, 1999	1998	PERCENT CHANGE
<S>	<C>	<C>	<C>	<C>	<C>	<C>
Personnel and related costs	$107,263	$108,483	(1.12)%	$214,517	$213,195	0.62%
Outside data processing and other services	15,923	16,988	(6.27)	31,315	36,330	(13.80)
Equipment	15,573	15,688	(0.73)	32,446	30,837	5.22
Net occupancy	13,563	14,063	(3.56)	27,480	27,502	(0.08)
Amortization of intangible assets	9,336	3,393	175.15	18,664	6,786	175.04
Telecommunications	6,935	7,450	(6.91)	13,999	13,463	3.98
Marketing	6,902	8,315	(16.99)	13,200	15,247	(13.43)
Legal and other professional services	5,803	6,234	(6.91)	10,547	12,022	(12.27)
Printing and supplies	4,734	5,611	(15.63)	9,490	11,372	(16.55)
Franchise and other taxes	3,981	5,526	(27.96)	8,368	11,026	(24.11)
Other	12,125	14,927	(18.77)	24,218	25,340	(4.43)
TOTAL NON-INTEREST EXPENSE	$202,138	$206,678	(2.20)%	$404,244	$403,120	0.28%

</TABLE>

INTRODUCTION

Forward-Looking Statements

Congress passed the Private Securities Litigation Reform Act of 1995 to encourage corporations to provide investors with information about the company's 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.

Huntington Bancshares Incorporated (Huntington) desires to provide its shareholders with sound information about past performance and future trends. Consequently, 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--including without limitation those relating to Huntington's Year 2000 readiness--that are subject to numerous assumptions, risks, and uncertainties. Actual results could differ materially from those contained in or implied by Huntington's statements due to a variety of factors including:

- changes in economic conditions;
- 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;
- risks of Year 2000 disruption; 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.

OVERVIEW

Huntington reported net income of $105.0 million for the second quarter of 1999 versus $92.3 million one year ago. In these same periods, diluted earnings per share increased 16.3%, from $.43 to $.50. For the first six months of the year, net income was $201.5 million, compared with $181.8 million in the same period last year. Diluted earnings per share for the six month periods was $.95 and $.85, respectively, an increase of 11.8%. After adjusting for the ten percent stock dividend distributed July 30, 1999, diluted earnings per share for the three and six months ended June 30, 1999, was $.45 and $.86, respectively, compared with $.39 and $.77 for the same periods in 1998.

In the recent three months, Huntington's "cash basis" diluted earnings per share, which excludes the effect of amortization of goodwill and other intangibles rose to $.48 on a post-stock dividend basis, compared with $.41 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, respectively, were 1.61% and 30.61%, respectively. Under this same basis for the first six months of 1999, ROA was 1.57% and ROE was 30.12%.

Huntington's efficiency ratio showed improvement for the fourth consecutive quarter, and at 50.93% is fast approaching Huntington's goal of being under 50% by December 31, 1999.

Total assets were $28.2 billion at June 30, 1999, in line with the December 31, 1998, and June 30, 1998, amounts. Huntington's asset composition changed over these periods as investment securities declined and total loans increased. These changes are indicative of the strategic repositioning of the balance sheet that began last year for the purpose of driving higher equity returns. Commercial loan growth, including real estate lending, was strong in the recent quarter with average balances up approximately 8.4% versus one year ago. In this same period, consumer loans, after adjusting for the out-of-market credit card sale in the prior year, grew nearly 7.2%. This was driven by significant increases in vehicle lease volumes and home equity lending.

Core deposits totaled $17.0 billion at June 30, 1999. Average core deposits declined 2.5% versus the second quarter of last year (after adjusting for the Florida branch acquisition that occurred late in the second quarter of 1998). This reduction was attributable, in large part, to maturities of more expensive certificates of deposit.

LINES OF BUSINESS

Huntington segments its operations into five distinct lines of business: Retail Banking, Corporate Banking, Dealer Sales, Private Financial Group, and Treasury/Other. Line of business results are determined based upon Huntington's business profitability reporting system, which assigns balance sheet and income statement items to each of the business segments. The process is designed around Huntington's organizational and management structure, and accordingly, the results are not necessarily comparable to similar information published by other financial institutions. Below is a discussion of the results, which can be found in the notes to the unaudited consolidated financial statements, for the three and six months ended June 30, 1999 and 1998.

Retail Banking - Retail Banking net income was $48.1 million and $84.4 million for the second quarter and the first six months of 1999, respectively. This represents a 51% and 35% increase, respectively, over 1998. Excluding the impact of the Florida branch acquisition in 1998, net income increased 34% and 19%, respectively. The increase was attained despite continued net interest margin pressures, as non-interest income continued to show strong growth in service charges, brokerage and insurance income, and electronic banking income. This segment contributed 42% of Huntington's 1999 year-to-date net income and comprised 31% of its total loan portfolio.

Corporate Banking - Corporate Banking continued to post strong results as net income of $31.2 million for the second quarter represented a 14% increase over 1998. For the first six months, net income was $63.2 million versus $54.0 million one year ago. Robust loan and deposit growth fueled the higher earnings. This segment contributed 30% of Huntington's second quarter earnings and represented 35% of the total loan portfolio.

Dealer Sales - Net income totaled $16.7 million and $32.5 million for the recent quarter and year-to-date periods, respectively, up 69% and 22% over 1998. Significant loan growth, particularly the vehicle lease product, drove net interest income higher. This business line

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totaled 16% of Huntington's net income in the recent three months and 30% of its outstanding loans.

Private Financial Group - The Private Financial Group achieved net income of $5.7 million for the quarter just ended, and $11.8 million for the first six months, increases of 9% and 10% over the same periods one year ago. This segment represented 5% of Huntington's second quarter 1999 operating results and 3% of total loans at June 30, 1999.

Treasury/Other - This segment reported net income of $3.4 million and $9.6 million, respectively, in the recent quarter and six months. Huntington's smaller investment portfolio, reduced securities gains, and increased amortization of intangibles, subsequent to the acquisition of sixty branches in Florida in June 1998, drove net income lower versus last year.

RESULTS OF OPERATIONS

Net Interest Income

Net interest income for the three and six months ended June 30, 1999, was $261.1 million and $520.7 million, increases of 5.5% and 3.7%, respectively, when compared with the same periods last year. The aforementioned loan growth primarily drove this improvement. The net interest margin, on a fully tax equivalent basis, was 4.14% during the three months just ended compared with 4.23% in the second quarter of 1998. On a year-to-date basis, the net interest margin dropped from 4.27% a year ago to 4.16% for 1999. Margin compression continues in terms of loan pricing pressures and accelerating competition for core deposits, which has driven more expensive funding.

Provision For Loan Losses

The provision for loan losses was $21.0 million in the second quarter of 1999, down from $24.6 million in the same period of 1998. The provision for the first half of the year was $46.3 million, in line with the first six months of 1998. The lower provision in the quarter was consistent with improvements in actual loan losses as annualized net charge-offs as a percentage of average total loans were .38% for the recent three months, versus .41% in the same period last year.

Non-Interest Income

Non-interest income was $117.3 million for the recent three months and $227.1 million for the first six months of 1999. Growth over the same quarter a year ago was experienced in all categories. Brokerage and insurance income increased 47% primarily due to an expanded sales force of licensed investment representatives as well as higher sales of a proprietary annuity product. Electronic banking income was up 25% as a result of increased ATM/check card revenue and Web Bank fees from a growing on-line banking customer base. An increase in fees generated by cash management products as well as expanded banking presence in the state of Florida fueled an 18% improvement in service charges on deposits. Mortgage banking revenue increased over 13% despite a slowing of refinancing activity. Income from Bank Owned Life Insurance was $9.4 million and $18.8 million, respectively, in the three months and six months

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ended June 30, 1999, compared with $7.5 million and $12.5 million for the same periods a year ago. Included within other non-interest income for the recent quarter is $2.5 million of gains from the sale of branch banking offices in Michigan. Included in this category in the year ago quarter is a gain of $9.5 million from the sale of Huntington's out-of-market credit card portfolio.

Securities transactions for the quarter just ended include a $23 million gain from the sale by Huntington of a portion of its common stock investment in Security First Technologies Corporation. Substantially offsetting this gain were losses from the sale of fixed-income investments, as Huntington repositioned the portfolio of securities available for sale to improve future returns.

Non-Interest Expense

Non-interest expense totaled $202.1 million in the second quarter--a decrease of 2.2% from one year ago--and $404.2 million for the first six months of 1999--a slight increase of .3% over the same period in 1998. Excluding the impact of last year's Florida branch acquisition, non-interest expense declined approximately 10% and 7%, respectively, over the same periods. Personnel costs were down 7% as Huntington has substantially completed its planned staffing reductions. Corporate-wide purchasing and related efficiency initiatives also resulted in reductions in outside services, printing and supplies, telecommunications, and legal and other professional fees.

Huntington announced several strategic actions in 1998 that have directly impacted the current year's results, including the closing/sale of approximately 39 underperforming banking offices. During the first six months of 1999, Huntington closed 26 and sold 3 of these offices; the remainder are expected to be sold or closed during the second half of the year. Huntington also exited certain business activities, as discussed in the 1998 Annual Report on Form 10-K.

YEAR 2000

The Year 2000 problem is the result of many existing computer programs using only the last two-digits, as opposed to four digits, to indicate the year. Such computer systems may be unable to recognize a year that begins with "20" instead of "19". If not corrected, many computer programs could cause systems to fail or other computer errors, leading to possible disruptions in operations or creation of erroneous results.

Huntington systems have been tested and adjusted for the Year 2000 date change. Today all Huntington systems are performing under stringent Year 2000 scenarios. Huntington met the Year 2000 readiness goals and timetables established by the Federal Financial Institutions Examination Council (FFIEC).

Huntington, in an enterprise-wide effort, has carefully adhered to its Year 2000 Plan (the Plan), which addresses all systems, software, hardware, and infrastructure components. In connection therewith, business processes were assessed and validated throughout the organization. The Plan identified and addressed "Mission Critical" and "Non-mission Critical" components for Information Technology (IT) systems, Non-information Technology (Non-IT) systems, and business processes. IT includes, for example, systems that service loan and deposit customers. Non-IT systems include, among other things, security systems, elevators, utilities, and voice/data communications. An application, system, or process is Mission Critical if it is vital to the successful continuance of a core business activity.

Huntington's progress towards completing the Plan's goals for both IT and Non-IT systems, followed a five phase approach recommended by federal bank regulators, as follows:

Phase	Mission Critical Percent Complete	Mission Critical Completion Date	Non-mission Critical Percent Complete	Non-mission Critical Completion Date
Awareness	100%	06/30/1998	100%	06/30/1998
Assessment	100%	09/30/1998	100%	12/31/1998
Renovation	100%	06/30/1999	100%	06/30/1999
Testing/Validation	100%	06/30/1999	100%	06/30/1999
Implementation	100%	06/30/1999	98%	09/09/1999

As indicated in the table above, implementation is pending only for a small portion of Non-mission Critical systems that are Year 2000 ready but for which system delivery and installation extends into early September.

Huntington depends on various third-party vendors, suppliers, and service providers. The activities undertaken by these third parties can vary from processing and settlement of automated teller transactions to mortgage loan processing. Huntington will be dependent on the continued service by its vendors, suppliers, service providers, and ultimately its customers' continued operations in order to avoid business interruptions. Any interruption in a third party's ability to provide goods and services, such as issues with telecommunication links, power, and transportation, could present problems. Huntington has identified and performed "due diligence" on approximately 350 vendors, with a focus on twenty-one vendors considered "Mission Critical." Huntington is presently working with each of these parties to test transactions and/or interfaces between its processors, obtain appropriate information from each party, and assess each party's ability to be prepared for the Year 2000.

Over forty full-time staff members have been dedicated to the Year 2000 effort and, on a part-time basis, multitudes of internal personnel from various disciplines throughout the Huntington organization have also actively worked on this project. Furthermore, Huntington engaged an independent consultant to establish a Year 2000 Program Management Office (PMO). The PMO organized Huntington's Year 2000 project management activities beyond the technical information services group into all business units. The PMO helped create the methodology that is used in every business unit and also afforded a quality assurance process with respect to the actions taken to remedy the Year 2000 problem.

Identifiable costs for the Year 2000 project incurred in the second quarter and first six months of 1999 were $3.5 million and $8.1 million, respectively. Management estimates it will cost up to an additional $7 million to keep its systems and business processes in compliance and to implement elements of its contingency plan, if necessary. These expenses are not expected to materially impact operating results in any one period. These estimated costs incorporate not only incremental third-party expenses but also include salary and benefit costs of employees redeployed and full implementation of a command center, regional command posts, and a call center to handle anticipated customer inquiries before and after January 1, 2000. In addition, the estimated costs also include

due diligence expenses related to monitoring its vendors' and service providers' readiness.

Major business risks associated with the Year 2000 problem include, but are not limited to, infrastructure failures, disruptions to the economy in general, excessive cash withdrawal activity, closure of government offices, foreign banks, and clearing houses, increased non-performing loans and credit losses in the event that borrowers fail to properly respond to the problem, and other factors outside of Huntington's control. These risks, along with unforeseen, and therefore unidentified circumstances involving Huntington's systems, and the resulting possible inability to properly process core business transactions and meet contractual servicing agreements, could expose Huntington to loss of revenues, litigation, and asset quality deterioration.

The Year 2000 problem is unique in that it has never previously occurred; thus, it is not possible to completely foresee or quantify the overall or any specific financial or operational impacts to Huntington or to third parties which provide Mission Critical services to the company. Huntington has, however, implemented several proactive processes to identify and mitigate risk involving systems and processes over which it has control, including strengthening its Business Resumption Plan for the Year 2000 by adding alternatives for systems and networks in support of critical applications. The modifications to Huntington's contingency plan are complete and have been tested and validated for all core business processes. Huntington's senior management believes successful modifications to existing systems and conversions to new systems will substantially reduce the risk of Year 2000 disruption.

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 the 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, and futures and options--as well as numerous trading exchanges. In addition, dealers in over-the-counter financial instruments provide availability of interest rate swaps as needed.

Measurement and monitoring of interest rate risk is an ongoing process. A key element in this process is Huntington's estimation of the amount that net interest income will change over a twelve to twenty-four month period given a directional shift in interest rates. The income simulation model used by Huntington captures all assets, liabilities, and off-balance sheet financial instruments, accounting for significant variables that may 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, for example, 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. Management believes, at any point in time, the model provides a reasonably accurate estimate of Huntington's interest rate risk exposure, even though these assumptions are inherently uncertain. This information is regularly shared with the Board of Directors.

At June 30, 1999, the results of Huntington's interest sensitivity analysis indicated that net interest income would increase by approximately 2% given a 100 basis point decrease and 3% given a 200 basis point decrease in the federal funds rate (assuming the change occurs evenly over the next year and that corresponding changes in other market rates occur as forecasted).

Net interest income would be expected to decrease by approximately 2% if rates rose 100 basis points and would drop 4% in the event of a 200 basis point increase.

Active interest rate risk management necessitates the use of various types of off-balance sheet financial instruments, primarily interest rate swaps. Risk 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 perform identically to similar cash instruments but are often preferable because 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, 1999:

<TABLE>
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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					

Received fixed	$1,245	2.88	$(12.0)	6.00%	5.07%
	======		======		
LIABILITY CONVERSION SWAPS					
Receive fixed	$1,850	4.03	$(11.3)	6.17%	5.10%
Receive fixed-amortizing	131	0.41	(0.1)	5.63%	5.09%
Pay fixed	875	0.72	(0.5)	5.01%	5.23%
	------		------		
TOTAL LIABILITY CONVERSION SWAPS	$2,856	2.85	$(11.9)	5.79%	5.14%
	======		======		
BASIS PROTECTION SWAPS	$1,375	1.08	$ .1	5.01%	4.99%
	======		======		

</TABLE>

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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. Management made no assumptions regarding future changes in interest rates with respect to the variable rate information and the indexed amortizing swap maturities presented in the table above.

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 and pay-fixed liability conversion swaps with notional values of $950 million and $550 million, respectively, have embedded written LIBOR-based call options. The portfolio of amortizing swaps consists primarily of contracts that are indexed to the prepayment experience of a specified pool of mortgage loans. As market interest rates change, the amortization of the notional value of the swap will also change, generally slowing as rates increase and accelerating when rates fall. 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 receive and pay amounts applicable to Huntington's basis swaps are based predominantly on LIBOR.

The contractual interest payments are based on the notional values of the swap portfolio. These notional values do not represent direct credit exposures. At June 30, 1999, Huntington's credit risk from interest rate swaps used for asset/liability management purposes was $58.7 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.

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 $822 million at June 30, 1999. Total credit exposure from such contracts is not material. 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.

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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. Commercial and real estate loans are placed on non-accrual status and stop accruing interest when collection of principal or interest is in doubt or generally when the loan is 90 days past due. When interest accruals are suspended, accrued interest income is reversed with current year accruals charged to earnings and prior year amounts generally charged off as a credit loss. Consumer loans are not placed on non-accrual status; rather they are charged off in accordance with regulatory statutes, which is generally no more than 120 days. A charge off may be delayed in circumstances when collateral is repossessed and anticipated to sell at a future date. Total non-performing assets were $93.6 million and $101.7 million, respectively, at June 30, 1999, and 1998. As of the recent quarter end, non-performing loans represented .38% of total loans versus .42% a year ago. Non-performing assets as a percent of total loans and other real estate were .46% and .53% for the comparable periods. Loans past due ninety days or more but continuing to accrue interest were $54.3 million at June 30, 1999, up slightly from $50.6 million one year ago and $51.0 from March 31, 1999.

The allowance for loan losses (ALL) is maintained at a level considered appropriate by management, based on its estimate of probable 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, 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, 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 present in the accruing loan portfolios, and the level of nonperforming loans. Total unallocated reserves were 12% at the recent quarter end versus 13% one year ago.

The reserve ratio was 1.46% at the recent quarter end versus 1.50% at June 30, 1998. The ALL covered non-performing loans nearly 3.8 times and when combined with the allowance for other real estate owned, was 311% 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 7.52% in the recent quarter compared with 8.02% in the same three months of last year. For the six month period, the ratio was 7.49%, versus 7.90% in the first half of 1998.

Risk-based capital guidelines established by the Federal Reserve Board set minimum capital requirements and require institutions to calculate risk-based capital ratios by assigning risk weightings to assets and off-balance sheet items, such as interest rate swaps and loan commitments. These guidelines further define "well-capitalized" levels for Tier 1, Total Capital, and Leverage ratio purposes at 6%, 10%, and 5%, respectively. At the recent quarter-end, Huntington's Tier 1 risk-based capital ratio was 7.29%, its total risk-based capital ratio was 10.65%, and its leverage ratio was 6.45%, each of which exceeds the well-capitalized requirements. Huntington's bank subsidiary also had regulatory capital ratios in excess of the levels established for well-capitalized institutions.

In the third quarter of 1998, the Board of Directors authorized the reactivation of Huntington's common stock repurchase program. In connection with the reinstatement of the program, the Board of Directors also increased the number of shares authorized for repurchase to 15 million (before adjusting for the aforementioned ten percent stock dividend), up from approximately 3 million shares remaining when the plan was suspended. The shares are to be purchased through open market and privately negotiated transactions. Repurchased shares will be reserved for reissue in connection with Huntington's dividend reinvestment, stock option, and other benefit plans as well as for stock dividends and other corporate purposes. In the first half of the year, Huntington repurchased approximately 1.3 million shares. Adjusted for the recently issued stock dividend, approximately 13.8 million shares remain available for repurchase under the program.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

There have been no material changes in market risk exposures that affect the quantitative and qualitative disclosures presented in Huntington's Annual Report on Form 10-K for the year ended December 31, 1998. Quantitative and qualitative disclosures for the current period are found on pages 18 through 21.

<TABLE>

CONSOLIDATED FINANCIAL HIGHLIGHTS

(in thousands, except per share amounts)

<CAPTION>

FOR THE THREE MONTHS ENDED JUNE 30,	1999	1998	% Change
NET INCOME	$104,975	$ 92,309	13.7%
PER COMMON SHARE AMOUNTS (1)			
Net income			
Basic	$ 0.45	$ 0.40	12.5
Diluted	$ 0.45	$ 0.39	15.4
Cash dividends declared	$ 0.18	$ 0.16	12.5
AVERAGE COMMON SHARES OUTSTANDING-DILUTED (1)	233,154	236,130	(1.3)
KEY RATIOS			
Return on:			
Average total assets	1.47%	1.42%	3.5
Average shareholders' equity	19.48%	17.70%	10.1
Efficiency ratio	50.93%	58.78%	(13.4)
Average equity/average assets	7.52%	8.02%	(6.2)
Net interest margin	4.14%	4.23%	(2.1)
TANGIBLE OR "CASH BASIS" RATIOS (2)			
Net Income Per Common Share -- Diluted (1)	$ 0.48	$ 0.41	17.1
Return on:			
Average total assets	1.61%	1.49%	8.1
Average shareholders' equity	30.61%	21.17%	44.6

<CAPTION>

FOR THE SIX MONTHS ENDED JUNE 30,	1999	1998	% Change
NET INCOME	$201,547	$181,795	10.9%
PER COMMON SHARE AMOUNTS (1)			
Net income			
Basic	$ 0.87	$ 0.78	11.5
Diluted	$ 0.86	$ 0.77	11.7
Cash dividends declared	$ 0.36	$ 0.32	12.5
AVERAGE COMMON SHARES OUTSTANDING-DILUTED (1)	233,278	235,661	(1.0)
KEY RATIOS			
Return on:			
Average total assets	1.42%	1.40%	1.4
Average shareholders' equity	18.98%	17.72%	7.1
Efficiency ratio	51.54%	56.97%	(9.5)
Average equity/average assets	7.49%	7.90%	(5.1)
Net interest margin	4.16%	4.27%	(2.6)
TANGIBLE OR "CASH BASIS" RATIOS (2)			
Net Income Per Common Share -- Diluted (1)	$ 0.93	$ 0.80	16.3
Return on:			
Average total assets	1.57%	1.47%	6.8
Average shareholders' equity	30.12%	21.13%	42.5

</TABLE>

(1) Adjusted for the ten percent stock dividend distributed July 1999.
(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>

FINANCIAL REVIEW

<CAPTION>

SECURITIES AVAILABLE FOR SALE- AMORTIZED COST & FAIR VALUES BY MATURITY AT JUNE 30, 1999 AND DECEMBER 31, 1998

(in thousands of dollars)	JUNE 30, 1999		December 31, 1998	
	AMORTIZED COST	FAIR VALUE	Amortized Cost	Fair Value
<S>	<C>	<C>	<C>	<C>
U.S. Treasury				
Under 1 year	$ 803	$ 807	$ 1,000	$ 1,007
1-5 years	77,126	76,025	63,537	65,364
6-10 years	431,252	414,748	169,959	176,945
Total	509,181	491,580	234,496	243,316
Federal agencies				
Mortgage-backed securities				
1-5 years	8	8	11	11
6-10 years	41,151	41,282	87,342	89,162
Over 10 years	1,187,768	1,151,168	1,356,722	1,363,015
Total	1,228,927	1,192,458	1,444,075	1,452,188
Other agencies				
1-5 years	812,028	791,741	968,753	975,253
6-10 years	503,376	485,791	678,245	684,230
Over 10 years	903,074	884,689	740,139	741,147
Total	2,218,478	2,162,221	2,387,137	2,400,630
Other				
Under 1 year	20,641	20,714	7,492	7,478
1-5 years	247,960	248,553	188,551	190,871
6-10 years	146,882	144,674	204,788	210,698
Over 10 years	276,593	268,225	268,319	268,930
Marketable equity securities	10,645	44,735	8,359	7,304
Total	702,721	726,901	677,509	685,281
Total Securities Available for Sale	$4,659,307	$4,573,160	$4,743,217	$4,781,415

</TABLE>

<TABLE>

FINANCIAL REVIEW

<CAPTION>

LOAN LOSS EXPERIENCE

	THREE MONTHS ENDED JUNE 30,		SIX MONTHS ENDED JUNE 30,	
	1999	1998	1999	1998
<S>	<C>	<C>	<C>	<C>
ALLOWANCE FOR LOAN LOSSES, BEGINNING OF PERIOD	$291,066	$258,262	$290,948	$258,171
Allowance acquired/other	--	22,042	--	22,042
Loan losses	(27,123)	(28,855)	(59,654)	(56,421)
Recoveries of loans previously charged off	8,305	10,820	15,649	16,296
Provision for loan losses	21,026	24,595	46,331	46,776
ALLOWANCE FOR LOAN LOSSES END OF PERIOD	$293,274	$286,864	$293,274	$286,864
AS A % OF AVERAGE TOTAL LOANS				
Net loan losses--annualized	0.38%	0.41%	0.45%	0.46%
Provision for loan losses--annualized	0.42%	0.55%	0.47%	0.53%
Allowance for loan losses as a % of total loans	1.46%	1.50%	1.46%	1.50%
Net loan loss coverage (1)	9.37X	8.89x	7.81X	7.83x

</TABLE>

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

<TABLE>
<CAPTION>

-

NON-PERFORMING ASSETS AND PAST DUE LOANS

	1999 II Q	1999 I Q	1998 IV Q	1998 III Q	1998 II Q
Non-accrual loans:					
Commercial	$37,840	$37,594	$34,586	$38,020	$ 39,940
Real Estate					
Construction	7,877	7,540	10,181	6,948	8,929
Commercial	13,028	14,133	13,243	10,427	10,953
Residential	15,192	14,849	14,419	14,815	15,545
Total Nonaccrual Loans	73,937	74,116	72,429	70,210	75,367
Renegotiated loans	2,827	2,764	4,706	4,798	4,770
TOTAL NON-PERFORMING LOANS	76,764	76,880	77,135	75,008	80,137
Other real estate, net	16,839	17,853	18,964	20,812	21,516
TOTAL NON-PERFORMING ASSETS	$93,603	$94,733	$96,099	$95,820	$101,653
NON-PERFORMING LOANS AS A % OF TOTAL LOANS	0.38%	0.39%	0.40%	0.39%	0.42%
NON-PERFORMING ASSETS AS A % OF TOTAL LOANS AND OTHER REAL ESTATE	0.46%	0.48%	0.49%	0.50%	0.53%
ALLOWANCE FOR LOAN LOSES AS A % OF NON-PERFORMING LOANS	382.05%	378.60%	377.19%	381.46%	357.97%
ALLOWANCE FOR LOAN LOSSES AND OTHER REAL ESTATE AS A % OF NON-PERFORMING ASSETS	311.32%	305.33%	301.00%	296.69%	280.64%
ACCRUING LOANS PAST DUE 90 DAYS OR MORE	$54,305	$51,039	$51,037	$63,998	$ 50,614

</TABLE>

<TABLE>

CONSOLIDATED AVERAGE BALANCES AND INTEREST RATES (QUARTERLY DATA)

<CAPTION>

Fully Tax Equivalent Basis (1)

(in millions of dollars)	2ND QUARTER 1999 AVERAGE BALANCE	2ND QUARTER 1999 YIELD/ RATE	1ST QUARTER 1999 AVERAGE BALANCE	1ST QUARTER 1999 YIELD/ RATE
ASSETS				
Interest bearing deposits in banks	$ 8	3.75%	$ 8	4.93%
Trading account securities	15	5.41	18	5.20
Federal funds sold and securities purchased under resale agreements	19	4.86	18	5.64
Mortgages held for sale	269	6.96	359	6.75
Securities:				
Taxable	4,914	5.99	4,926	6.05
Tax exempt	303	7.90	304	8.17
Total Securities	5,217	6.10	5,230	6.17
Loans:				
Commercial	6,182	7.73	6,067	7.90
Real Estate				
Construction	1,012	7.92	957	8.14

Mortgage	3,726	7.92	3,651	7.97
Consumer				
Loans	6,907	8.25	6,873	8.38
Leases	2,175	6.72	2,015	6.94
Total Consumer	9,082	7.88	8,888	8.05
Total Loans	20,002	7.84	19,563	7.99
Allowance for loan losses	297		299	
Net loans (3)	19,705	8.35	19,264	8.49
Total earning assets	25,530	7.87%	25,196	7.98%
Cash and due from banks	1,044		1,064	
All other assets	2,454		2,461	
TOTAL ASSETS	$28,731		$28,422	
LIABILITIES AND SHAREHOLDERS' EQUITY				
Core deposits				
Non-interest bearing deposits	$ 3,511		$ 3,505	
Interest bearing demand deposits	4,109	2.50%	4,061	2.46%
Savings deposits	3,769	3.25	3,627	3.17
Other domestic time deposits	5,715	5.07	6,047	5.27
Total core deposits	17,104	3.79	17,240	3.88
Certificates of deposit of $100,000 or more	1,662	5.08	1,730	5.35
Foreign time deposits	307	4.82	161	4.80
Total deposits	19,073	3.95	19,131	4.06
Short-term borrowings	2,793	4.38	2,853	4.33
Medium-term notes	3,047	5.19	2,666	5.29
Subordinated notes and other long-term debt, including preferred capital securities	1,004	5.70	1,007	5.81
Interest bearing liabilities	22,406	4.25%	22,152	4.32%
All other liabilities	653		644	
Shareholders' equity	2,161		2,121	
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	$28,731		$28,422	
Net interest rate spread		3.62%		3.66%
Impact of non-interest bearing funds on margin		0.52%		0.52%

NET INTEREST MARGIN	4.14%	4.18%

</TABLE>

(1) Fully tax equivalent yields are calculated assuming a 35% tax rate.
(2) Excludes nonrecurring swap adjustment of $9.2 million.
(3) Net loan rate includes loan fees, whereas individual loan components above are shown exclusive of fees.

<TABLE>

CONSOLIDATED AVERAGE BALANCES AND INTEREST RATES (QUARTERLY DATA)

<CAPTION>

4th Quarter 1998 Average Balance	4th Quarter 1998 Yield/ Rate	3rd Quarter 1998 Average Balance	3rd Quarter 1998 Yield/ Rate	2nd Quarter 1998 Average Balance	2nd Quarter 1998 Yield/ Rate
$ 4	5.00%	$ 31	5.20%	$ 8	5.26%
12	5.62	11	5.87	12	5.81
34	5.48	689	5.62	168	5.63
377	6.73	275	7.10	282	7.08
4,518	6.16	4,077	6.34	5,107	6.34
292	8.16	234	8.86	225	9.27
4,810	6.28	4,311	6.47	5,332	6.47
5,954	7.99	5,763	8.36	5,482	8.46
864	8.24	811	8.83	816	8.73
3,689	8.21	3,760	8.43	3,444	8.62
6,912	8.62	6,896	8.77	6,474	8.82
1,850	7.00	1,728	7.11	1,627	7.15
8,762	8.28	8,624	8.44	8,101	8.48
19,269	8.17	18,958	8.43	17,843	8.51
296		293		266	
18,973	8.68	18,665	8.87	17,577	8.99
24,506	8.17%	24,275	8.33%	23,645	8.37%
1,056		1,017		907	
2,448		2,516		1,786	
$27,714		$27,515		$26,072	
$ 3,577		$ 3,466		$ 3,113	
3,967	2.60%	3,898	2.77%	3,216	2.72%
3,546	3.38	3,428	3.56	3,099	3.51
6,459	5.43	6,619	5.53	5,985	5.62
17,549	4.10	17,411	4.27	15,413	4.33
1,755	5.65	1,884	5.71	1,909	5.74
56	4.86	30	5.39	132	5.80
19,360	4.27	19,325	4.45	17,454	4.53
2,123	4.36	1,515	4.75	2,044	4.97
2,526	5.48	2,952	5.70	3,222	5.71
1,020	5.88(2)	1,041	6.37	757	6.13
21,452	4.49%	21,367	4.72%	20,364	4.80%
653		539		503	
2,032		2,143		2,092	
$27,714		$27,515		$26,072	
	3.68%		3.61%		3.57%
	0.56%		0.57%		0.66%

4.24%(2)	4.18%	4.23%	

</TABLE>

<TABLE>

SELECTED QUARTERLY INCOME STATEMENT DATA

<CAPTION>

	1999		1998		
(in thousands of dollars, except per share amounts)	II Q	I Q	IV Q	III Q	II Q
<S>	<C>	<C>	<C>	<C>	<C>
TOTAL INTEREST INCOME	$498,500	$495,692	$500,395	$505,221	$491,268
TOTAL INTEREST EXPENSE	237,352	236,171	233,094	253,706	243,839
NET INTEREST INCOME	261,148	259,521	267,301	251,515	247,429
Provision for loan losses	21,026	25,305	34,306	24,160	24,595
NET INTEREST INCOME AFTER PROVISION FOR LOAN LOSSES	240,122	234,216	232,995	227,355	222,834
Service charges on deposit accounts	36,065	35,776	33,992	32,493	30,428
Mortgage banking	17,224	15,958	15,388	15,270	15,191
Trust services	13,143	13,434	12,924	12,502	12,745
Brokerage and insurance income	12,540	11,543	9,848	10,057	8,520
Electronic banking fees	9,410	8,038	8,037	7,897	7,520
Bank Owned Life Insurance income	9,390	9,390	8,098	8,098	7,168
Credit card fees	6,255	5,342	6,367	5,197	5,450
Other	11,029	8,081	12,057	12,512	18,318
TOTAL NON-INTEREST INCOME BEFORE SECURITIES GAINS	115,056	107,562	106,711	104,026	105,340
Securities gains	2,220	2,310	1,773	10,615	14,316
TOTAL NON-INTEREST INCOME	117,276	109,872	108,484	114,641	119,656
Personnel and related costs	107,263	107,254	103,600	111,744	108,483
Outside data processing and other services	15,923	15,392	20,915	17,550	16,988
Equipment	15,573	16,873	16,202	15,001	15,688
Net occupancy	13,563	13,917	11,602	15,019	14,063
Amortization of intangible assets	9,336	9,328	9,436	9,467	3,393
Telecommunications	6,935	7,064	8,173	7,793	7,450
Marketing	6,902	6,298	8,251	8,762	8,315
Legal and other professional services	5,803	4,744	7,847	5,291	6,234
Printing and supplies	4,734	4,756	6,450	5,851	5,611
Franchise and other taxes	3,981	4,387	5,554	5,523	5,526

Special charges	--	--	90,000	--	--
Other	12,125	12,093	10,902	9,876	14,927
TOTAL NON-INTEREST EXPENSE	202,138	202,106	298,932	211,877	206,678
INCOME BEFORE INCOME TAXES	155,260	141,982	42,547	130,119	135,812
Provision for income taxes	50,285	45,410	11,329	41,364	43,503
NET INCOME	$104,975	$ 96,572	$ 31,218	$ 88,755	$ 92,309
PER COMMON SHARE (1)					
Net income					
Diluted	$ 0.45	$ 0.41	$ 0.14	$ 0.38	$ 0.39
Diluted - Cash Basis	$ 0.48	$ 0.45	$ 0.16	$ 0.41	$ 0.41
Cash Dividends Declared	$ 0.18	$ 0.18	$ 0.18	$ 0.18	$ 0.16
FULLY TAX EQUIVALENT MARGIN:					
Net Interest Income	$261,148	$259,521	$267,301	$251,515	$247,429
Tax Equivalent Adjustment (2)	2,390	2,504	2,504	2,567	2,581
Tax Equivalent Net Interest Income	$263,538	$262,025	$269,805	$254,082	$250,010

</TABLE>

(1) Adjusted for the ten percent stock dividend distributed July 1999.
(2) Calculated assuming a 35% tax rate.

<TABLE>
STOCK SUMMARY, KEY RATIOS AND STATISTICS

<CAPTION>
QUARTERLY COMMON STOCK SUMMARY (1)

	1999		1998		
	II Q	I Q	IV Q	III Q	II Q
<S>	<C>	<C>	<C>	<C>	<C>
High	$34	$30 7/16	$28 5/8	$30 13/16	$31 7/16
Low	27 11/16	27 3/16	21 1/2	20	26 7/8
Close	31 13/16	28 1/8	27 5/16	22 13/16	27 13/16
Cash dividends declared	$0.18	$0.18	$0.18	$0.18	$0.16

</TABLE>

Note: Stock price quotations were obtained from NASDAQ.

<TABLE>
KEY RATIOS AND STATISTICS

<CAPTION>

	1999	1998
MARGIN ANALYSIS - AS A %		

-

OF AVERAGE EARNING ASSETS (2)	II Q	I Q	IV Q	III Q	II Q
<S>	<C>	<C>	<C>	<C>	<C>
Interest Income	7.87%	7.98%	8.17%	8.33%	8.37%
Interest Expense	3.73%	3.80%	3.93%	4.15%	4.14%
Net Interest Margin	4.14%	4.18%	4.24%	4.18%	4.23%
RETURN ON					
Average total assets	1.47%	1.38%	1.31%	1.28%	1.42%
Average total assets - cash basis	1.61%	1.52%	1.45%	1.43%	1.49%
Average shareholders' equity	19.48%	18.47%	17.87%	16.43%	17.70%
Average shareholders' equity - cash basis...	30.61%	29.58%	29.44%	26.59%	21.17%
Efficiency Ratio	50.93%	52.16%	52.98%	56.46%	58.78%

<CAPTION>

REGULATORY CAPITAL DATA

	1999		1998		
(in millions of dollars)	II Q	I Q	IV Q	III Q	II Q
<S>	<C>	<C>	<C>	<C>	<C>
Total Risk-Adjusted Assets	24,829	24,345	24,239	23,695	23,728
Tier I Risk-Based Capital Ratio	7.29%	7.20%	7.10%	7.35%	7.18%
Total Risk Based Capital Ratio	10.65%	10.70%	10.73%	11.18%	11.01%
Tier I Leverage Ratio	6.45%	6.32%	6.37%	6.51%	6.72%

</TABLE>

- --

(1) Adjusted for the ten percent stock dividend distributed July 1999.
(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 22, 1999. At that meeting, shareholders approved the following management proposals:

<TABLE>
<CAPTION>

	FOR	AGAINST	ABSTAIN/ WITHHELD	BROKER NON VOTES
<S>	<C>	<C>	<C>	<C>
1. Election of directors to serve as Class III Directors until the year 2002 Annual Meeting of				

Shareholders as follows:

Don M. Casto III	174,931,961	1,651,364
Patricia T. Hayot	174,772,811	1,810,514
William J. Lhota	174,899,359	1,683,966
Timothy P. Smucker	174,988,700	1,594,625

</TABLE>

<TABLE>

<S>	<C>	<C>	<C>	<C>
2. Election of director to serve until the year 2000 Annual Meeting of Shareholders is as follows:				
John B. Gerlach, Jr.	174,960,230		1,623,095	
3. Proposal to approve the Corporation's amended and restated Incentive Compensation Plan	157,189,951	14,378,785	3,044,642	1,969,947
4. Proposal to approve the Corporation's amended and restated Long-term Incentive Compensation Plan	156,619,757	14,818,904	3,149,940	1,969,950
5. Ratification of Ernst & Young LLP to serve as independent auditors for the Corporation for the year 1999	174,469,372	1,193,027	896,454	

</TABLE>

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 Annual Report on Form 10-K for the year ended December 31, 1998, 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, 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, as amended and supplemented by 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. 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 April 14, 1999, was filed under report item numbers 5 and 7, concerning Huntington's results of operations for the first quarter 1999.

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 16, 1999

/s/ Judith D. Fisher
Judith D. Fisher
Executive Vice President and
Chief Financial Officer

Date: August 16, 1999

/s/ Anne W. Creek
Anne W. Creek
Principal Accounting Officer

<TABLE> <S> <C>

<ARTICLE> 9
<LEGEND>
THE SCHEDULE CONTAINS SUMMARY FINANCIAL INFORMATION EXTRACTED FROM HUNTINGTON BANCSHARES INCORPORATED'S QUARTERLY REPORT ON FORM 10Q FOR THE QUARTER ENDED JUNE 30, 1999, AND IS QUALIFIED IN ITS ENTIRETY BY REFERENCE TO SUCH FINANCIAL STATEMENTS.
</LEGEND>

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</TABLE>

EXHIBIT 99.

<TABLE>

HUNTINGTON BANCSHARES INCORPORATED
RATIO OF EARNINGS TO FIXED CHARGES

<CAPTION>

	THREE MONTHS ENDED JUNE 30		SIX MONTHS ENDED JUNE 30	
	1999	1998	1999	1998
<S>	<C>	<C>	<C>	<C>
EXCLUDING INTEREST ON DEPOSITS				
Income before taxes	$155,260	$135,812	$297,242	$267,456
Fixed charges:				
Interest expense	84,184	81,686	164,050	167,066
Interest factor of rent expense ...	1,609	2,380	4,074	4,646
Total fixed charges	85,793	84,066	168,124	171,712
Earnings	$241,053	$219,878	$465,366	$439,168
Fixed charges	$ 85,793	$ 84,066	$168,124	$171,712
RATIO OF EARNINGS TO FIXED CHARGES	2.81X	2.62X	2.77X	2.56X
INCLUDING INTEREST ON DEPOSITS				
Income before taxes	$155,260	$135,812	$297,242	$267,456
Fixed charges:				
Interest expense	237,352	243,839	473,523	491,471
Interest factor of rent expense ...	1,609	2,380	4,074	4,646
Total fixed charges	238,961	246,219	477,597	496,117
Earnings	$394,221	$382,031	$774,839	$763,573
Fixed charges	$238,961	$246,219	$477,597	$496,117
RATIO OF EARNINGS TO FIXED CHARGES	1.65X	1.55X	1.62X	1.54X

</TABLE>