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, 1997

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 159,015,892 shares of Registrant's without par value common stock outstanding on July 31, 1997.

PART I. FINANCIAL INFORMATION
1. FINANCIAL STATEMENTS

CONSOLIDATED BALANCE SHEETS

<TABLE>
<CAPTION>

(in thousands of dollars)	JUNE 30, 1997	DECEMBER 31, 1996	JUNE 30, 1996
<S>	<C>	<C>	<C>
ASSETS			
Cash and due from banks	$ 952,160	$ 915,636	$ 842,384
Interest bearing deposits in banks	1,234	1,704	2,488
Trading account securities	6,585	1,873	10,935
Federal funds sold and securities purchased under resale agreements	18,726	8,116	463,295
Mortgages held for sale	144,931	119,202	112,328
Securities available for sale - at fair value	4,423,024	4,743,933	4,368,844
Investment securities - fair value $55,535; $61,107; and $67,226, respectively	54,972	60,444	66,796
Total loans (1)	15,132,937	14,260,747	13,688,675
Less allowance for loan losses	212,689	199,058	196,486
Net loans	14,920,248	14,061,689	13,492,189
Premises and equipment	323,536	311,793	312,702
Customers' acceptance liability	42,573	56,248	54,830
Accrued income and other assets	696,253	570,875	594,375
TOTAL ASSETS	$21,584,242	$20,851,513	$20,321,166
LIABILITIES AND SHAREHOLDERS' EQUITY			
Total deposits (1)	$14,591,064	$13,385,891	$13,112,831
Short-term borrowings	2,959,433	3,944,703	3,440,075
Bank acceptances outstanding	42,573	56,248	54,830
Long-term debt	1,926,643	1,556,326	1,897,287
Accrued expenses and other liabilities	424,200	396,831	340,847
Total Liabilities	19,943,913	19,339,999	18,845,870

Shareholders' equity			
Preferred stock - authorized 6,617,808 shares; none outstanding			
Common stock - without par value; authorized 300,000,000 shares; issued and outstanding 151,884,156; 151,884,156; and 141,402,769 shares, respectively	1,264,664	1,264,664	1,056,209
Less 7,076,546; 9,284,844; and 8,641,865 treasury shares, respectively	(160,557)	(204,634)	(199,619)
Capital surplus	251,968	237,348	239,396
Net unrealized losses on securities available for sale	(25,593)	(14,569)	(61,603)
Retained earnings	309,847	228,705	440,913
Total Shareholders' Equity	1,640,329	1,511,514	1,475,296
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	$21,584,242	$20,851,513	$20,321,166

</TABLE>

See notes to consolidated financial statements.

(1) See page 8 for detail of total loans and total deposits.

CONSOLIDATED STATEMENTS OF INCOME

<TABLE>
<CAPTION>

(in thousands of dollars, except per share amounts)	THREE MONTHS ENDED JUNE 30,		SIX MONTHS ENDED JUNE 30,	
Interest and fee income	1997	1996	1997	1996
<S>	<C>	<C>	<C>	<C>
Loans	$ 348,242	$ 295,639	$ 673,139	$ 585,768
Securities	78,127	76,575	156,326	157,228
Other	2,783	2,865	4,871	6,379
TOTAL INTEREST INCOME	429,152	375,079	834,336	749,375
Interest Expense				
Deposits	130,254	112,959	246,630	226,494
Short-term borrowings	43,847	41,743	94,715	86,280
Long-term debt	29,875	31,084	56,295	62,590
TOTAL INTEREST EXPENSE	203,976	185,786	397,640	375,364
NET INTEREST INCOME	225,176	189,293	436,696	374,011
Provision for loan losses	26,382	11,843	45,274	23,666
NET INTEREST INCOME AFTER PROVISION FOR LOAN LOSSES	198,794	177,450	391,422	350,345
Total non-interest income (1)	69,550	67,176	135,351	135,338
Total non-interest expense (1)	156,126	145,466	311,441	288,962
INCOME BEFORE INCOME TAXES	112,218	99,160	215,332	196,721
Provision for income taxes	39,672	34,072	76,336	68,808
NET INCOME	$ 72,546	$ 65,088	$ 138,996	$ 127,913
PER COMMON SHARE (2)				
Net income	$ 0.46	$ 0.40	$ 0.88	$ 0.79

Cash dividends declared	$ 0.18	$ 0.16	$ 0.36	$ 0.32
AVERAGE COMMON SHARES OUTSTANDING (2)	159,244,641	160,825,633	158,179,654	162,120,544

</TABLE>

See notes to consolidated financial statements.

(1) See page 9 for detail of non-interest income and non-interest expense.

(2) Adjusted for the ten percent stock dividend distributed July 31, 1997.

CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

(IN THOUSANDS, EXCEPT PER SHARE AMOUNTS)

<TABLE>

<CAPTION>

<S>	COMMON SHARES <C>	COMMON STOCK <C>	TREASURY SHARES <C>	TREASURY STOCK <C>	CAPITAL SURPLUS <C>	NET UNREALIZED GAINS (LOSSES) ON SECURITIES <C>	RETAINED EARNINGS <C>	TOTAL <C>
Six Months Ended June 30, 1996:								
Balance, beginning of period	141,403	$1,056,209	(8,352)	$(180,632)	$235,802	$40,972	$366,514	$1,518,865
Stock issued for acquisition			4,733	102,760	5,037			107,797
Net income							127,913	127,913
Cash dividends declared ($.32 per share)							(53,514)	(53,514)
Stock options exercised			81	1,760	(1,463)			297
Treasury shares purchased			(5,881)	(140,850)	(582)			(141,432)
Treasury shares sold:								
Shareholder dividend reinvestment plan			665	14,866	408			15,274
Employee benefit plans			112	2,477	194			2,671
Change in net unrealized gains (losses) on securities available for sale						(102,575)		(102,575)
Balance, end of period	141,403	$1,056,209	(8,642)	$(199,619)	$239,396	$ (61,603)	$440,913	$1,475,296
Six Months Ended June 30, 1997:								
Balance, beginning of period	151,884	$1,264,664	(9,285)	$(204,634)	$237,348	$ (14,569)	$228,705	$1,511,514
Stock issued for acquisition			2,881	65,220	12,560			77,780
Net income							138,996	138,996
Cash dividends declared ($.36 per share)							(57,854)	(57,854)
Stock options exercised			105	1,797				840
Treasury shares purchased			(1,430)	(37,581)	(957)			(37,581)
Treasury shares sold:								
Shareholder dividend reinvestment plan			534	11,968	2,345			14,313
Employee benefit plans			118	2,673	672			3,345
Change in net unrealized gains (losses) on securities available for sale						(11,024)		(11,024)

Balance, end of period	151,884	$1,264,664	(7,077)	$(160,557)	$251,968	$ (25,593)	$309,847	$1,640,329
	=======	==========	======	=========	========	=========	========	==========

</TABLE>

See notes to consolidated financial statements.

CONSOLIDATED STATEMENTS OF CASH FLOWS

<TABLE>
<CAPTION>

(in thousands of dollars)	SIX MONTHS ENDED JUNE 30, 1997	1996
<S>	<C>	<C>
OPERATING ACTIVITIES		
Net Income	$ 138,996	$ 127,913
Adjustments to reconcile net income to net cash provided by operating activities		
Provision for loan losses	45,274	23,666
Provision for depreciation and amortization	26,900	43,922
Deferred income tax expense	17,525	1,758
(Increase) decrease in trading account securities	(4,712)	1,989
(Increase) decrease in mortgages held for sale	(25,729)	47,377
Net gains on sales of securities	(5,581)	(7,290)
Decrease in accrued income receivable	6,328	7,653
Net increase in other assets	(50,266)	(34,793)
Increase (decrease) in accrued expenses	2,558	(24,251)
Net increase in other liabilities	27,374	1,231
NET CASH PROVIDED BY OPERATING ACTIVITIES	178,667	189,175
INVESTING ACTIVITIES		
Decrease in interest bearing deposits in banks	470	282,105
Proceeds from :		
Maturities and calls of investment securities	6,407	14,175
Maturities and calls of securities available for sale	387,110	248,897
Sales of securities available for sale	1,169,631	1,826,034
Purchases of:		
Investment securities	(1,179)	(800)
Securities available for sale	(1,063,814)	(1,537,580)
Proceeds from sales of loans	25,667	94,755
Net loan originations, excluding sales	(630,325)	(430,266)
Proceeds from disposal of premises and equipment	6,152	545
Purchases of premises and equipment	(24,790)	(21,676)
Proceeds from sales of other real estate	10,990	6,100
Net cash (paid) received from purchase of subsidiaries	(6,665)	631
NET CASH (USED FOR) PROVIDED BY INVESTING ACTIVITIES	(120,346)	482,920
FINANCING ACTIVITIES		
Increase in total deposits	690,836	46,391
Decrease in short-term borrowings	(995,616)	(88,740)
Proceeds from issuance of long-term debt	677,500	300,424
Payment of long-term debt	(307,298)	(506,275)
Dividends paid on common stock	(57,526)	(53,515)
Acquisition of treasury stock	(37,581)	(141,432)
Proceeds from issuance of treasury stock	18,498	18,242
NET CASH USED FOR FINANCING ACTIVITIES	(11,187)	(424,905)
CHANGE IN CASH AND CASH EQUIVALENTS	47,134	247,190
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD	923,752	1,058,489
CASH AND CASH EQUIVALENTS AT END OF PERIOD	$ 970,886	$ 1,305,679

</TABLE>

See notes to consolidated financial statements.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

A. 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 results for the interim periods. The Notes to the Consolidated Financial Statements appearing in Huntington's 1996 Annual Report to Shareholders should be read in conjunction with these interim financial statements.

B. In June 1996, the Financial Accounting Standards Board (FASB) issued Statement No. 125, "Accounting for Transfers and Servicing of Financial Assets and Extinguishments of Liabilities" (FAS 125). The standard provides that, following a transfer of financial assets, an entity is to recognize the financial and servicing assets it controls and the liabilities it has incurred, derecognize financial assets when control has been surrendered, and derecognize liabilities when extinguished. The Statement is effective for transactions occurring after December 31, 1996. The FASB also subsequently issued FAS No. 127 that delayed until January 1, 1998, the effective date of certain provisions of FAS 125. Transactions subject to the later effective date include securities lending, repurchase agreements, dollar rolls, and similar secured financing arrangements. Application of the new rules did not have a material impact on Huntington's accompanying consolidated financial statements. Huntington also does not expect a material impact in the future.

In February 1997, the FASB issued Statement No. 128, "Earnings Per Share" (FAS 128), which is required to be adopted on December 31, 1997. At that time, Huntington will report both basic and diluted earnings per share, with all prior periods restated to conform to the new method. The impact of FAS 128 is not expected to be material.

C. Huntington acquired Citi-Bancshares, Inc. (Citi-Bancshares), a $548 million one-bank holding company headquartered in Leesburg, Florida, in February 1997. Huntington exchanged common stock and cash for all the common stock of Citi-Bancshares. The transaction was accounted for as a purchase; accordingly, the results of Citi-Bancshares have been included in the consolidated financial statements from the date of acquisition.

In May 1997, Huntington entered into a merger agreement with First Michigan Bank Corporation (First Michigan), a $3.7 billion bank holding company headquartered in Holland, Michigan. Under the terms of the merger, First Michigan shareholders will receive 1.155 shares of Huntington common stock for every 1 share of First Michigan stock (as adjusted for the ten percent stock dividend distributed July 31, 1997) in a transaction accounted for as a pooling-of-interests. The acquisition is expected to be completed in the third quarter of 1997, subject to shareholder and regulatory approvals.

In May 1997, Huntington entered into a merger agreement with The Bank of Winter Park (Winter Park), a $90 million bank headquartered in Winter Park, Florida. Under the terms of the merger, Huntington is to exchange common stock for the outstanding shares of Winter Park in a transaction accounted for as a purchase. The acquisition is expected to be completed in the fourth quarter of 1997, subject to shareholder and regulatory approvals.

D. Per common share amounts have been calculated based on the weighted average number of common shares outstanding in each period, adjusted for the ten percent stock dividend distributed July 31, 1997. The dilutive effects of unexercised stock options and convertible debentures were not significant for any period presented.

E. Certain amounts in the prior year's financial statements have been reclassified to conform with the 1997 presentation. These reclassifications had no effect on net income.

FINANCIAL REVIEW

<TABLE>
<CAPTION>

LOAN PORTFOLIO COMPOSITION

(in thousands of dollars)	JUNE 30, 1997	DECEMBER 31, 1996	JUNE 30, 1996
<S>	<C>	<C>	<C>
Commercial	$ 4,674,536	$ 4,462,636	$ 4,311,853
Real Estate			
Construction	566,699	473,970	388,851
Commercial	1,713,632	1,617,078	1,683,195
Residential	1,215,916	1,120,800	1,138,177
Consumer			
Loans	5,535,381	5,403,616	5,165,854
Leases	1,426,773	1,182,647	1,000,745
TOTAL LOANS	$15,132,937	$14,260,747	$13,688,675

</TABLE>

<TABLE>
<CAPTION>

DEPOSIT COMPOSITION

(in thousands of dollars)	JUNE 30, 1997	DECEMBER 31, 1996	JUNE 30, 1996
<S>	<C>	<C>	<C>
Demand deposits			
Non-interest bearing	$ 2,380,651	$ 2,463,442	$ 1,905,876
Interest bearing	2,706,161	2,586,695	2,943,215
Savings deposits	2,826,522	2,624,383	2,542,802

Certificates of deposit of $100,000 or more	1,398,379	928,927	973,990
Other domestic time deposits	4,888,351	4,371,994	4,396,161
Foreign time deposits	391,000	410,450	350,787
TOTAL DEPOSITS	$14,591,064	$13,385,891	$13,112,831

</TABLE>

FINANCIAL REVIEW

<TABLE>
<CAPTION>

ANALYSIS OF NON-INTEREST INCOME

(in thousands of dollars)	THREE MONTHS ENDED JUNE 30, 1997	1996	PERCENT CHANGE	SIX MONTHS ENDED JUNE 30, 1997	1996	PERCENT CHANGE
<S>	<C>	<C>	<C>	<C>	<C>	<C>
Service charges on deposit accounts	$24,700	$23,132	6.78 %	$ 48,495	$ 45,593	6.37 %
Mortgage banking	7,903	7,976	(0.92)	15,082	16,853	(10.51)
Trust services	9,512	8,324	14.27	19,383	17,117	13.24
Electronic banking fees	5,525	2,172	154.37	9,450	3,838	146.22
Credit card fees	4,332	8,544	(49.30)	8,383	13,380	(37.35)
Investment product sales	3,477	3,286	5.81	7,607	6,525	16.58
Securities gains	3,604	200	N.M.	5,581	7,290	(23.44)
Other	10,497	13,542	(22.49)	21,370	24,742	(13.63)
TOTAL NON-INTEREST INCOME	$69,550	$67,176	3.53 %	$135,351	$135,338	0.01 %

</TABLE>

<TABLE>
<CAPTION>

ANALYSIS OF NON-INTEREST EXPENSE

(in thousands of dollars)

	THREE MONTHS ENDED JUNE 30, 1997	1996	PERCENT CHANGE	SIX MONTHS ENDED JUNE 30, 1997	1996	PERCENT CHANGE
<S>	<C>	<C>	<C>	<C>	<C>	<C>
Salaries	$ 62,943	$ 56,776	10.86 %	$123,605	$112,595	9.78 %
Commissions	3,920	3,480	12.64	8,325	7,087	17.47
Employee benefits	13,508	14,801	(8.74)	29,956	32,017	(6.44)
Equipment	11,900	10,267	15.91	23,037	19,881	15.87
Net occupancy	9,872	10,835	(8.89)	21,303	21,709	(1.87)
Advertising	4,830	4,052	19.20	11,251	6,917	62.66
Printing and supplies	3,901	4,164	(6.32)	7,734	7,659	0.98
Credit card and electronic banking	3,693	4,023	(8.20)	6,346	7,595	(16.45)
Legal and loan collection	2,704	2,498	8.25	5,058	4,392	15.16
Other	38,855	34,570	12.40	74,826	69,110	8.27
TOTAL NON-INTEREST EXPENSE	$156,126	$145,466	7.33 %	$311,441	$288,962	7.78 %

</TABLE>

N.M. - Not meaningful

Management's Discussion and Analysis

INTRODUCTION

Management's discussion and analysis contains forward-looking statements that are intended to enhance the reader's ability to assess the future financial performance of Huntington Bancshares Incorporated (Huntington). Because these statements are subject to numerous assumptions, risks, and uncertainties, actual results could be materially different. The following factors, among others, may have such an impact: changes in economic conditions; movements in interest rates; competitive pressures on product pricing and services; success and timing of business strategies; and the nature and extent of legislative and regulatory actions and reforms.

On May 5, 1997, Huntington signed a definitive agreement to acquire First Michigan Bank Corporation (First Michigan), a $3.7 billion bank holding company headquartered in Holland, Michigan. Under the terms of the merger, the shareholders of First Michigan will receive 1.155 shares of Huntington common stock for every 1 share of First Michigan common stock (as adjusted for the 10% stock dividend distributed by Huntington on July 31, 1997) in a fixed, tax-free exchange. First Michigan had total loans and deposits of $2.7 billion and $3.0 billion, respectively, and total equity of $289.7 million at June 30, 1997. Upon consummation of the pooling-of-interests transaction, Huntington expects to report a restructuring charge estimated at $35 million. Other merger-related costs of approximately $10 million will also be recognized when the deal is completed. Subject to shareholder and regulatory approvals, the merger is anticipated to close late in the third quarter of 1997.

OVERVIEW

Huntington reported record earnings of $72.5 million, or $.46 per share, for the second quarter of 1997 compared with $65.1 million, or $.40 per share, for the same period last year. For the first half of the year, net income was $139.0 million, or $.88 per share, versus $127.9 million, or $.79 per share, in the first six months of 1996. All per share amounts have been adjusted for the 10% stock dividend distributed July 31, 1997.

Huntington's return on average equity (ROE) of 18.52% for the recent quarter and 18.14% for the six months just ended was up from 17.56% and 16.77% in the comparable periods last year. Return on average assets (ROA) also improved to 1.35% and 1.31%, respectively, versus 1.32% and 1.29% in the same periods one year ago.

Total assets were $21.6 billion at June 30, 1997, up 3.5% from year end and 6.2% from second quarter 1996. This growth was attributable to a broad-based increase in loans, with particularly strong results in the consumer category. Also contributing to the higher asset total was the February 1997 acquisition of Citi-Bancshares, Inc., a $548 million one-bank holding company headquartered in Leesburg, Florida.

Total deposits grew 9.0% from December 31, 1996, and 11.3% compared with one year ago. Core deposits represent Huntington's most significant source of funding; when combined with other core funding sources, they provide approximately 70% of Huntington's funding needs.

Huntington's wholesale liability mix changed somewhat since year end, as certain short-term borrowings were replaced upon maturity with medium term notes having a contractual term greater than one year (a component of long-term debt). The January 1997 issuance of $200 million of capital

securities by a special-purpose subsidiary of Huntington also increased long-term debt. The capital securities were a cost-effective means of strengthening Huntington's regulatory capital position.

Shareholders' equity increased 8.5% versus December 31, 1996, and was up 11.2% from one year ago. The higher equity was primarily the result of retained earnings and the common stock issued by Huntington in the Citi-Bancshares, Inc. acquisition.

RESULTS OF OPERATIONS

NET INTEREST INCOME

Net interest income was $225.2 million and $436.7 million, respectively, for the three and six months ended June 30, 1997, an increase of 19.0% for the quarter and 16.8% year-to-date. Interest rate swaps and other off-balance sheet financial instruments used for asset/liability management purposes provided a benefit of $0.5 million in the recent quarter and $2.3 million for the first half of 1997, versus reductions in the same periods one year ago of $15.5 million and $30.6 million. Higher loan volumes also contributed to the increase in net interest income. The net interest margin, on a fully tax equivalent basis, was 4.50% during the three months just ended compared with 4.15% in the second quarter of 1996. The latter percentage was negatively impacted by off-balance sheet interest rate contracts that reduced the margin by 34 basis points, a significant component of which was amortization of net losses from closed positions. At June 30, 1997, deferred gains and losses remaining to be amortized were immaterial.

PROVISION FOR LOAN LOSSES

The provision for loan losses was $26.4 million in the second quarter of 1997, up from $11.8 million in the same period last year. The year-to-date provision was $45.3 million, compared with $23.7 million for the first half of 1996. Net charge-offs (annualized) as a percent of average total loans were .60% in the quarter just ended and .52% for the six months, versus .46% for all of 1996.

NON-INTEREST INCOME

Non-interest income, excluding securities transactions, was $65.9 million and $129.8 million, respectively, in the recent three and six month periods. Adjusted for non-recurring income recognized in second quarter 1996 from the sale of a portion of Huntington's interest in credit card payment processing contracts, non-interest income increased approximately 5.0% from the corresponding periods last year. Growth in electronic banking fees and trust revenues was particularly strong. The year-to-date decrease in the "mortgage banking" and "other" income components was largely attributable to non-recurring gains reported in the first half of 1996 from the sale of portfolio loans.

NON-INTEREST EXPENSE

Non-interest expense was $156.1 million in the three months just ended and $311.4 million in the first half of the year, up from $145.5 million and $289.0 million in the year-ago periods. The full quarter impact of the Citi-Bancshares, Inc. acquisition combined with higher advertising and marketing expenses in 1997 represent the majority of the increase. Adjusted for the impact of the acquisition, expenses increased only 4.9% and 5.8%, respectively, versus the same periods last year. Personnel costs (salaries, commissions, and benefits) were up approximately 7.0% on both a quarter and year-to-date basis, which is indicative of more full-time equivalent employees and normal salary adjustments. The larger organization, driven by higher business volumes, acquisitions, and new business initiatives, also

contributed to an increase in various other components of non-interest expense. The efficiency ratio for the recent three months was solid at 53.5% compared with 56.9% in second quarter 1996.

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, 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 both the business flows onto the balance sheet 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 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 which are believed to be affected by interest rates. These include prepayment speeds on mortgages and consumer installment loans, principal amortization and maturities on other financial instruments, and balance sheet growth assumptions. The model 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 utilizes probabilities and, therefore, believes that the model provides an accurate estimate of Huntington's interest rate risk exposure. Management reporting of this information is regularly shared with the Board of Directors.

At June 30, 1997, the results of Huntington's interest sensitivity analysis indicated that net interest income would be relatively unchanged by a 100 basis points increase or 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 also be approximately the same if rates were to fall 200 basis points but would be expected to decrease 1.4% if rates rose 200 basis points.

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. In addition, 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. The valuation of interest rate swap contracts 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 and the indexed amortizing swap maturities presented in the table below, management made no assumptions regarding future changes in interest rates.

(dollars in millions)	Notional Value	Average Maturity (years)	Market Value	Average Rate Receive	Average Rate Pay
June 30, 1997:					
ASSET CONVERSION SWAPS					
Receive fixed	$ 700	1.58	$(4.3)	5.80%	5.82%
Receive fixed-amortizing	92	1.00	(.5)	5.27	5.91
TOTAL ASSET CONVERSION SWAPS	$ 792	1.51	$(4.8)	5.73%	5.83%
LIABILITY CONVERSION SWAPS					
Receive fixed	$1,080	2.36	$13.3	6.26%	5.77%
Receive fixed-amortizing	194	2.00	(2.5)	5.63	5.69
Pay fixed	50	.19	(.2)	5.81	8.05
TOTAL LIABILITY CONVERSION SWAPS	$1,324	2.23	$10.6	6.15%	5.85%
BASIS PROTECTION SWAPS	$ 285	1.87	$ (.3)	5.82%	5.82%

The pay rates on Huntington's receive-fixed swaps vary based on movements in the applicable London inter-bank offered rate (LIBOR). Receive-fixed asset conversion swaps with a notional value of $200 million have embedded written LIBOR-based call options. Also, receive-fixed liability conversion swaps with a notional value of $150 million have embedded written LIBOR-based caps. 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 which 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 notional values of the swap portfolio represent contractual amounts on which interest payments to be exchanged are based. These notional values do not represent direct credit exposures. At June 30, 1997, Huntington's credit risk from interest rate swaps used for asset/liability management purposes was $45.5 million, which represents the sum of the aggregate fair value of positions that have become favorable to Huntington, including any accrued interest receivable due from counterparties. In order to minimize the risk that a swap counterparty will not satisfy its interest payment obligation under the terms of the contract, Huntington performs credit reviews on all counterparties, restricts the number of counterparties used to a select group of high quality institutions, obtains collateral, and enters into formal netting arrangements. Huntington has never experienced any past due amounts from a swap counterparty and does not anticipate nonperformance in the future by any such counterparties.

The total notional amount of off-balance sheet instruments used by Huntington on behalf of customers (for which the related interest rate risk is offset by third party contracts) was $258 million at the recent quarter-end. 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 tables.

ASSET QUALITY

Huntington's exposure to credit risk is managed through the use of consistent underwriting standards that emphasize "in-market" lending to established borrowers. Highly leveraged transactions and excessive industry or other concentrations are avoided. The credit administration function also employs extensive monitoring procedures to ensure problem loans are promptly identified and that loans adhere to corporate policy. These procedures provide executive management with the information necessary to implement appropriate change and take corrective action as needed.

Asset quality continues to be strong. Non-performing assets, consisting 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, totaled $70.6 million at June 30, 1997, down 10.3% from one year ago. Non-performing loans represented .38% of total loans and non-performing assets as a percent of total loans and other real estate were only .47%. Loans past due ninety days or more but continuing to accrue interest (primarily consumer and residential real estate) were $35.2 million at the recent quarter-end.

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 in evaluating the adequacy of the ALL include an analysis of specific credits that are generally selected for review on the basis of size and relative risk, portfolio trends, current and historical loss experience, prevailing economic conditions, and other relevant factors. At June 30, 1997, the ALL represented 1.41% of total loans and covered non-performing loans 3.75 times; when combined with the allowance for other real estate, it was 297.5% of total non-performing 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 excess 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 7.26% in the recent quarter compared with 7.51% in the same three months one year ago. As of June 30, 1997, the ratio strengthened to 7.60%. Huntington showed improvement during the first half of the year in each of the key regulatory capital ratios, as the proceeds from the January 1997 issuance of $200 million of capital securities by Huntington's special-purpose subsidiary are considered a component of Tier 1 capital under Federal Reserve Board guidelines. In addition, its bank subsidiaries had regulatory capital ratios in excess of the levels established for "well-capitalized" institutions.

On February 21, 1996, the Board of Directors authorized Huntington to repurchase up to 12.1 million additional shares of its common stock (as adjusted for subsequent stock dividends) through open market purchases and privately negotiated transactions. The authorization represents a continuation of the common stock repurchase program begun in August 1987 and provides that the shares will be reserved for reissue in connection with Huntington's benefit plans as well as for other corporate purposes. Huntington purchased 1.4 million shares in the first six months of 1997 at an aggregate cost of $37.6 million, leaving 3.1 million shares available for repurchase. Upon announcement of the pending merger with First Michigan (discussed above), Huntington suspended its common stock repurchase program. The program was temporarily reactivated effective June 19, 1997, for the limited purpose of acquiring no more than 550,000 shares for reissue in a pending purchase business combination with The Bank of Winter Park, a $90 million institution headquartered in Winter Park, Florida.

CONSOLIDATED FINANCIAL HIGHLIGHTS

(in thousands, except per share amounts)
<TABLE>
<CAPTION>

THREE MONTHS ENDED JUNE 30,	1997	1996	% CHANGE
<S>	<C>	<C>	<C>
NET INCOME	$ 72,546	$ 65,088	11.5 %
PER COMMON SHARE AMOUNTS(1).............			
Net income	$ 0.46	$ 0.40	15.0
Cash dividends declared	$ 0.18	$ 0.16	12.5
AVERAGE COMMON SHARES OUTSTANDING(1)	159,245	160,826	(1.0)
KEY RATIOS			
Return on:			
Average total assets	1.35%	1.32%	2.3
Average shareholders' equity	18.52%	17.56%	5.5
Efficiency ratio	53.46%	56.86%	(6.0)
Average equity/average assets	7.26%	7.51%	(3.3)
Net Interest Margin	4.50%	4.15%	8.4

</TABLE>

<TABLE>
<CAPTION>

SIX MONTHS ENDED JUNE 30,	1997	1996	% CHANGE
<S>	<C>	<C>	<C>
NET INCOME	$ 138,996	$ 127,913	8.7 %
PER COMMON SHARE AMOUNTS(1).............			
Net income	$ 0.88	$ 0.79	11.4
Cash dividends declared	$ 0.36	$ 0.32	12.5
AVERAGE COMMON SHARES OUTSTANDING(1)	158,180	162,121	(2.4)
KEY RATIOS			
Return on:			
Average total assets	1.31%	1.29%	1.6
Average shareholders' equity	18.14%	16.77%	8.2
Efficiency ratio	54.82%	57.53%	(4.7)
Average equity/average assets	7.24%	7.70%	(6.0)
Net Interest Margin	4.43%	4.09%	8.3

</TABLE>

<TABLE>
<CAPTION>

AT JUNE 30,	1997	1996	% CHANGE
<S>	<C>	<C>	<C>
Total Loans	$ 15,132,937	$ 13,688,675	10.6 %
Total Deposits	$ 14,591,064	$ 13,112,831	11.3
Total Assets	$ 21,584,242	$ 20,321,166	6.2
Shareholders' Equity	$ 1,640,329	$ 1,475,296	11.2
Period-End Shares Outstanding (1)	159,288,371	160,640,693	(0.8)
Shareholders' Equity Per Common Share (1)	$ 10.30	$ 9.18	12.2
Total Risk-Adjusted Assets	$ 18,201,642	$ 16,834,872	8.1
Tier 1 Risk-Based Capital Ratio	8.90%	8.05%	10.6
Total Risk-Based Capital Ratio	12.26%	11.59%	5.8
Tier 1 Leverage Ratio	7.55%	6.81%	10.9

</TABLE>

(1) Adjusted for the ten percent stock dividend distributed July 1997.

INVESTMENT SECURITIES - AMORTIZED COST & FAIR VALUES BY MATURITY AT JUNE 30, 1997 AND DECEMBER 31, 1996

<TABLE>
<CAPTION>

(in thousands of dollars)	JUNE 30, 1997		December 31, 1996	
	AMORTIZED COST	FAIR VALUE	Amortized Cost	Fair Value
<S>	<C>	<C>	<C>	<C>
U.S. Treasury				
1-5 years	$ 156	$ 156	$ 156	$ 156
Total	156	156	156	156
States and political subdivisions				
Under 1 year	18,674	18,736	13,875	13,955
1-5 years	17,390	17,679	22,283	22,706
6-10 years	18,253	18,449	20,143	20,304
Over 10 years	499	515	3,987	3,986
Total	54,816	55,379	60,288	60,951
Total Investment Securities	$54,972	$55,535	$60,444	$61,107

</TABLE>

SECURITIES AVAILABLE FOR SALE - AMORTIZED COST & FAIR VALUES BY MATURITY AT JUNE 30, 1997 AND DECEMBER 31, 1996

<TABLE>
<CAPTION>

(in thousands of dollars)	JUNE 30, 1997		December 31, 1996	
	AMORTIZED COST	FAIR VALUE	Amortized Cost	Fair Value
<S>	<C>	<C>	<C>	<C>
U.S. Treasury				
Under 1 year	$ 6,977	$ 7,036	$ 58,572	$ 58,835
1-5 years	536,380	527,926	390,881	384,021
6-10 years	165,236	157,857	159,747	153,489
Total	708,593	692,819	609,200	596,345
Federal agencies				
Mortgage-backed securities				
Under 1 year	78	80	--	--
1-5 years	25,337	25,187	179,601	182,239
6-10 years	731,243	717,459	842,331	830,653
Over 10 years	408,698	410,182	259,214	259,519
Total	1,165,356	1,152,908	1,281,146	1,272,411
Other agencies				
Under 1 year	8,270	8,275	63,586	63,823
1-5 years	1,440,178	1,431,139	1,843,924	1,845,256
6-10 years	236,327	235,817	176,519	175,143
Over 10 years	430,355	428,061	343,946	341,968

Total	2,115,130	2,103,292	2,427,975	2,426,190
Total U.S. Treasury and Federal agencies	3,989,079	3,949,019	4,318,321	4,294,946
Other				
Under 1 year	7,306	7,449	7,305	7,497
1-5 years	7,701	7,946	9,304	9,706
6-10 years	191,830	191,740	157,904	158,906
Over 10 years	258,784	259,531	265,534	265,649
Marketable equity securities	8,480	7,339	8,480	7,229
Total	474,101	474,005	448,527	448,987
Total Securities Available for Sale	$4,463,180	$4,423,024	$4,766,848	$4,743,933

</TABLE>

FINANCIAL REVIEW

<TABLE>
<CAPTION>

LOAN LOSS EXPERIENCE

(in thousands of dollars)	THREE MONTHS ENDED JUNE 30, 1997	1996	SIX MONTHS ENDED JUNE 30, 1997	1996
ALLOWANCE FOR LOAN LOSSES, BEGINNING OF PERIOD	$ 208,763	$ 197,375	$ 199,058	$ 194,456
Allowance of assets acquired/other	149	0	6,177	2,200
Loan losses	(27,639)	(17,417)	(47,598)	(33,124)
Recoveries of loans previously charged off	5,034	4,685	9,778	9,288
Provision for loan losses	26,382	11,843	45,274	23,666
ALLOWANCE FOR LOAN LOSSES END OF PERIOD	$ 212,689	$ 196,486	$ 212,689	$ 196,486
AS A % OF AVERAGE TOTAL LOANS				
Net loan losses--annualized	0.60 %	0.38 %	0.52 %	0.36 %
Provision for loan losses--annualized	0.70 %	0.35 %	0.62 %	0.36 %
Allowance for loan losses as a % of total loans	1.41 %	1.44 %	1.41 %	1.44 %
Net loan loss coverage (1)	6.13 x	8.72 x	6.89 x	9.25 x

</TABLE>

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

<TABLE>
<CAPTION>

NON-PERFORMING ASSETS AND PAST DUE LOANS (Quarter-End)

(in thousands of dollars)	1997 II Q	I Q	1996 IV Q	III Q	II Q
Non-accrual loans	$53,545	$57,912	$47,155	$49,800	$51,470
Renegotiated loans	3,206	3,313	3,326	5,174	5,558
TOTAL NON-PERFORMING LOANS	56,751	61,225	50,481	54,974	57,028
Other real estate, net	13,869	19,850	16,772	15,610	21,720
TOTAL NON-PERFORMING ASSETS	$70,620	$81,075	$67,253	$70,584	$78,748
NON-PERFORMING LOANS AS A % OF TOTAL LOANS	0.38%	0.41%	0.35%	0.39%	0.42%
NON-PERFORMING ASSETS AS A % OF TOTAL LOANS AND OTHER REAL ESTATE	0.47%	0.54%	0.47%	0.51%	0.57%
ALLOWANCE FOR LOAN LOSES AS A % OF NON-PERFORMING LOANS	374.78%	340.98%	394.32%	364.20%	344.54%
ALLOWANCE FOR LOAN LOSSES AND OTHER REAL ESTATE AS A % OF NON-PERFORMING ASSETS	297.52%	254.48%	291.69%	274.54%	238.03%
ACCRUING LOANS PAST DUE 90 DAYS OR MORE	$35,185	$35,852	$34,056	$32,382	$29,859

</TABLE>

CONSOLIDATED AVERAGE BALANCES AND INTEREST RATES (QUARTERLY DATA)

<TABLE>
<CAPTION>

Fully Tax Equivalent Basis (1) 2ND QUARTER 1997 1ST QUARTER 1997

(in millions of dollars)	AVERAGE BALANCE	YIELD/ RATE	AVERAGE BALANCE	YIELD/ RATE
<S>	<C>	<C>	<C>	<C>
ASSETS				
Interest bearing deposits in banks	$ 1	4.61%	$ 1	6.77%
Trading account securities	11	5.67	8	5.29
Federal funds sold and securities purchased under resale agreements	30	5.53	20	5.78
Mortgages held for sale	114	7.69	86	7.74
Securities:				
Taxable	4,867	6.36	4,878	6.36
Tax exempt	92	8.55	91	8.96
Total Securities	4,959	6.41	4,969	6.41
Loans				
Commercial	4,689	8.45	4,531	8.41
Real Estate				
Construction	535	9.03	496	8.83
Mortgage	2,921	8.58	2,792	8.50
Consumer				
Loans	5,487	9.19	5,421	8.78
Leases	1,382	7.63	1,252	7.84
Total Loans	15,014	8.69	14,492	8.53
Allowance for loan losses/loan fees	216		208	
Net loans	14,798	9.25	14,284	9.00
Total earning assets	20,129	8.54%	19,576	8.34%
Cash and due from banks	802		774	
All other assets	915		920	
TOTAL ASSETS	$21,630		$21,062	
LIABILITIES AND SHAREHOLDERS' EQUITY				
Core deposits				
Non-interest bearing demand deposits	$ 2,403		$ 2,305	
Interest bearing demand deposits	2,597	2.25%	2,574	2.37%
Savings deposits	2,738	3.47	2,591	3.32
Other domestic time deposits	4,774	5.56	4,462	5.53
Total core deposits	12,512	4.14	11,932	4.09
Certificates of deposit of $100,000 or more	1,327	5.57	1,017	5.35
Foreign time deposits	501	5.71	401	5.65
Total deposits	14,340	4.37	13,350	4.26
Short-term borrowings	3,320	5.22	3,958	5.14
Long-term debt	1,954	6.07	1,790	5.90
Interest bearing liabilities	17,211	4.73%	16,793	4.65%
All other liabilities	445		446	
Shareholders' equity	1,571		1,518	
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	$21,630		$21,062	
Net interest rate spread		3.81%		

3.69%
Impact of non-interest bearing funds on margin 0.69%
0.66%
NET INTEREST MARGIN 4.50%
4.35%
</TABLE>

(1) Fully tax equivalent yields are calculated assuming a 35% tax rate

CONSOLIDATED AVERAGE BALANCES AND INTEREST RATES (QUARTERLY DATA)

<TABLE>
<CAPTION>

4TH QUARTER 1996		3RD QUARTER 1996		2ND QUARTER 1996	
AVERAGE BALANCE	YIELD/ RATE	AVERAGE BALANCE	YIELD/ RATE	AVERAGE BALANCE	YIELD/ RATE
<S>	<C>	<C>	<C>	<C>	<C>
$ 2	5.26%	$ 2	5.91%	$ 2	9.43%
16	5.69	15	5.83	14	5.47
25	5.55	17	6.61	29	5.33
101	7.97	109	8.23	117	7.62
4,632	6.35	4,593	6.39	4,609	6.52
85	8.89	89	9.32	96	9.75
4,717	6.40	4,682	6.44	4,705	6.58
4,415	7.62	4,275	7.72	4,319	7.68
454	8.45	413	8.46	386	8.50
2,761	8.53	2,793	8.50	2,783	8.49
5,365	8.79	5,225	8.85	5,142	9.04
1,112	7.90	991	7.88	885	7.85
14,107	8.29	13,697	8.34	13,515	8.40
206		202		199	
13,901	8.60	13,495	8.73	13,316	8.75
18,968	8.04%	18,522	8.15%	18,382	8.19%
772		754		755	
903		853		906	
$20,437		$19,927		$19,844	
$ 2,349		$ 2,315		$ 2,307	
2,540	2.34%	2,561	2.36%	2,595	2.40%
2,518	3.32	2,474	3.21	2,437	3.19
4,402	5.64	4,417	5.56	4,406	5.61
11,809	4.14	11,767	4.08	11,745	4.10
987	5.33	1,011	5.25	971	5.37
390	5.71	343	5.85	219	6.17
13,186	4.30	13,121	4.24	12,935	4.26
3,775	5.17	3,114	5.35	3,061	5.39
1,526	5.73	1,810	6.22	1,927	6.40
16,138	4.64%	15,730	4.69%	15,616	4.75%
442		406		430	
1,508		1,476		1,491	
$20,437		$19,927		$19,844	
	3.40%		3.46%		3.44%
	0.70%		0.70%		0.71%
	4.10%		4.16%		4.15%

</TABLE>

SELECTED QUARTERLY INCOME STATEMENT DATA

<TABLE>
<CAPTION>

(in thousands of dollars, except per share amounts)	1997 IIQ	1997 IQ	1996 IVQ	1996 IIIQ	1996 IIQ
<S>	<C>	<C>	<C>	<C>	<C>
TOTAL INTEREST INCOME	$429,152	$405,184	$382,667	$378,422	$375,079
TOTAL INTEREST EXPENSE	203,976	193,664	189,555	186,721	185,786
NET INTEREST INCOME	225,176	211,520	193,112	191,701	189,293
Provision for loan losses	26,382	18,892	21,134	20,250	11,843
NET INTEREST INCOME AFTER PROVISION FOR LOAN LOSSES	198,794	192,628	171,978	171,451	177,450
Service charges on deposit accounts	24,700	23,795	23,418	23,342	23,132
Mortgage banking	7,903	7,179	8,492	9,680	7,976
Trust services	9,512	9,871	8,461	8,432	8,324
Electronic banking fees	5,525	3,925	3,532	2,988	2,172
Credit card fees	4,332	4,051	5,034	4,092	8,544
Investment product sales	3,477	4,130	3,000	2,694	3,286
Securities gains	3,604	1,977	4,240	6,173	200
Other	10,497	10,873	10,450	13,627	13,542
TOTAL NON-INTEREST INCOME	69,550	65,801	66,627	71,028	67,176
Salaries	62,943	60,662	58,083	58,475	56,776
Commissions	3,920	4,405	3,441	3,117	3,480
Employee benefits	13,508	16,448	10,952	13,858	14,801
Equipment	11,900	11,137	11,578	10,670	10,267
Net occupancy	9,872	11,431	10,232	10,602	10,835
Advertising	4,830	6,421	2,685	2,845	4,052
Printing and supplies	3,901	3,833	3,967	3,712	4,164
Credit card and electronic banking	3,693	2,653	3,659	4,255	4,023
Legal and loan collection	2,704	2,354	3,658	2,000	2,498
Other	38,855	35,971	29,151	32,044	34,570
TOTAL NON-INTEREST EXPENSE	156,126	155,315	137,406	141,578	145,466
INCOME BEFORE INCOME TAXES	112,218	103,114	101,199	100,901	99,160
Provision for income taxes	39,672	36,664	33,474	34,438	34,072
NET INCOME	$ 72,546	$ 66,450	$ 67,725	$ 66,463	$ 65,088
PER COMMON SHARE (1)					
Net income	$ 0.46	$ 0.42	$ 0.43	$ 0.42	$ 0.40
Cash dividends declared	$ 0.18	$ 0.18	$ 0.18	$ 0.18	$ 0.16
FULLY TAX EQUIVALENT MARGIN:					
Net Interest Income	$225,176	$211,520	$193,112	$191,701	$189,293

Tax Equivalent Adjustment (2)	1,264	1,285	1,210	1,204	1,319
Tax Equivalent Net Interest Income	$226,440	$212,805	$194,322	$192,905	$190,612

</TABLE>

(1) Adjusted for the ten percent stock dividend distributed July 1997.
(2) Calculated 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 24, 1997. At that meeting, shareholders approved the following management proposals:

<TABLE>
<CAPTION>

	FOR	AGAINST	ABSTAIN/ WITHHELD	BROKER NON-VOTES
1. Election of directors to serve as Class I Directors until the year 2000 Annual Meeting of Shareholders as follows:				
Robert H. Schottenstein	113,842,586		1,308,664	
Zuheir Sofia	113,775,803		1,375,447	
William J. Williams	113,894,975		1,256,275	
2. Proposal to approve the Huntington Bancshares Incorporated Amended and Restated 1994 Stock Option Plan	106,466,507	4,578,971	1,712,271	2,393,501
3. Ratification of Ernst & Young LLP to serve as independent auditors for the Corporation for the year 1997	114,094,908	625,580	396,020	34,742

</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.

   (ii) Bylaws -- previously filed as Exhibit 3(b) to Annual Report on Form 10-K for the year ended December 31, 1987, 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 Form 10-K for the year ended December 31, 1993, 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.

10. (a) Agreement and Plan of Merger, dated May 5, 1997, between Huntington Bancshares Incorporated and First Michigan Bank Corporation -- previously filed as Exhibit 2(a) to Current Report on Form 8-K, dated May 5, 1997, and incorporated herein by reference.

(b) Supplemental Agreement, dated May 5, 1997, between Huntington Bancshares Incorporated and First Michigan Bank Corporation -- previously filed as Exhibit 2(b) to Current Report on Form 8-K, dated May 5, 1997, and incorporated herein by reference.

(c) Warrant Purchase Agreement, dated May 5, 1997, between Huntington Bancshares Incorporated and First Michigan Bank Corporation -- previously filed as Exhibit 2(c) to Current Report on Form 8-K, dated May 5, 1997, and incorporated herein by reference.

(d) Warrant to Purchase 5,268,716 shares of First Michigan Bank Corporation common stock, dated May 5, 1997 -- previously filed as Exhibit 2(d) to Current Report on Form 8-K, dated May 5, 1997, and incorporated herein by reference.

11. Computation of Earnings Per Share

27. Financial Data Schedule

(b) Reports on Form 8-K

1. Three reports on Form 8-K were filed under report item numbers 5 and 7, during the second quarter of 1997. The first report was dated April 9, 1997, concerning Huntington's results of operations for the quarter ended March 31, 1997. Huntington announced its pending acquisition of First Michigan Bank Corporation in a report dated May 5, 1997. In a report dated June 19, 1997, Huntington announced that it was temporarily reactivating its stock repurchase program.

SIGNATURES

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

Huntington Bancshares Incorporated
(Registrant)

Date: August 14, 1997

/s/ Ralph K. Frasier

Ralph K. Frasier
General Counsel and Secretary

Date: August 14, 1997

/s/ Gerald R. Williams

Gerald R. Williams
Executive Vice President and
Chief Financial Officer
(principal accounting officer)

EXHIBIT 11

Huntington Bancshares Incorporated
Computation of Earnings Per Share
For Periods Ended June 30, 1997, and 1996
(in thousands of dollars, except per share amounts)

<TABLE>
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	Three Months Ended June 30		Six Months Ended June 30	
	1997	1996	1997	1996
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Net Income	$ 72,546	$ 65,088	$ 138,996	$ 127,913
Effect of Convertible Debt	--	7	--	13
Fully Diluted Net Income	$ 72,546	$ 65,095	$ 138,996	$ 127,926
Average Common Shares Outstanding	159,244,641	160,825,633	158,179,654	162,120,544
Dilutive Effect of Stock Options	1,505,919	1,257,896	1,199,582	1,269,242
Average Common Shares and Common Share Equivalents -- Primary	160,750,560	162,083,529	159,379,236	163,389,786
Additional Dilutive Effect of Stock Options	97,337	--	403,674	11,725
Dilutive Effect of Convertible Debt	--	57,409	--	57,409
Fully Diluted Shares	160,847,897	162,140,938	159,782,910	163,458,920
Net Income per Common Share Outstanding	$ 0.46	$ 0.40	$ 0.88	$ 0.79
Primary Earnings per Share	$ 0.45	$ 0.40	$ 0.87	$ 0.78
Fully Diluted Earnings per Share	$ 0.45	$ 0.40	$ 0.87	$ 0.78

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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 JUNE 30, 1997, AND IS QUALIFIED IN ITS ENTIRETY BY REFERENCE TO SUCH FINANCIAL STATEMENTS.
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