

HUNTINGTON BANCSHARES INC/MD
Form 8-K
April 24, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported):

April 19, 2012

Huntington Bancshares Incorporated

(Exact name of registrant as specified in its charter)

Maryland

1-34073

31-0724920

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(I.R.S. Employer
Identification No.)

41 South High Street, Columbus, Ohio

43287

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

614-480-8300

Not Applicable

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Top of the Form**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On April 19, 2012, at the 2012 Annual Meeting of Shareholders of Huntington Bancshares Incorporated (Huntington), Huntington's shareholders approved the 2012 Long-Term Incentive Plan (the 2012 Plan). The 2012 Plan provides for grants of stock options, restricted stock, restricted stock units, stock appreciation rights, deferred stock, long-term performance awards and other stock-based awards. The board of directors approved the 2012 Plan subject to shareholder approval. Shareholder approval was obtained in order to comply with the applicable requirements of The NASDAQ Stock Market, Inc. and to qualify certain awards made to certain officers as deductible for federal income tax purposes under Internal Revenue Code Section 162(m). Shareholder approval is also necessary under the federal income tax rules with respect to the qualification of incentive stock options. Additional details about the 2012 Plan are set forth in Huntington's definitive Proxy Statement dated on March 5, 2012.

Item 5.07 Submission of Matters to a Vote of Security Holders.

On April 19, 2012, the following matters were voted upon and approved by the shareholders of Huntington Bancshares Incorporated (Huntington) at its 2012 Annual Meeting of Shareholders:

| | For | Against/ Withheld | Abstentions | Broker Non-Votes |
|--|-------------|----------------------|-------------|---------------------|
| 1. Election of eleven directors to serve a one-year term expiring at the 2013 annual meeting: | | | | |
| Don M. Casto III | 596,153,207 | 42,243,478 | 41,839 | 119,604,745 |
| Ann (Tanny) B. Crane | 630,734,124 | 7,662,560 | 41,839 | 119,604,745 |
| Steven G. Elliott | 630,411,216 | 7,985,468 | 41,839 | 119,604,745 |
| Michael J. Endres | 626,338,805 | 12,057,879 | 41,839 | 119,604,745 |
| John B. Gerlach, Jr. | 596,443,372 | 41,953,313 | 41,839 | 119,604,745 |
| David P. Lauer | 630,694,139 | 7,702,545 | 41,839 | 119,604,745 |
| Jonathan A. Levy | 630,399,784 | 7,996,900 | 41,839 | 119,604,745 |
| Richard W. Neu | 622,041,454 | 16,355,231 | 41,839 | 119,604,745 |
| David L. Porteous | 599,361,366 | 39,035,319 | 41,839 | 119,604,745 |
| Kathleen H. Ransier | 598,757,229 | 39,639,456 | 41,839 | 119,604,745 |
| Stephen D. Steinour | 619,827,486 | 18,569,199 | 41,839 | 119,604,745 |
| 2. Approval of the 2012 Long-Term Incentive Plan. | 604,652,390 | 30,169,150 | 3,616,984 | 119,604,745 |
| 3. Ratification of appointment of Deloitte & Touche LLP as independent registered public accounting firm for the year 2012. | 748,959,501 | 7,072,775 | 2,010,993 | |
| 4. Non-binding advisory vote upon a resolution to approve the compensation of executives as disclosed in Huntington's Proxy Statement dated March 5, | 386,410,367 | 246,568,875 | 5,459,282 | 119,604,745 |

2012.

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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 hereunto duly authorized.

Huntington Bancshares Incorporated

April 24, 2012

By: *Richard A. Cheap*

Name: Richard A. Cheap

Title: Executive Vice President and Secretary