	Per Common			
		Share		Total
Public Offering Price	\$	29.000	\$	261,000,000
Underwriting Discounts and Commissions	\$	1.305	\$	11,745,000
Proceeds to the Issuer (Before Expenses)	\$	27.695	\$	249,255,000

CUSIP / ISIN: 18683K 101 / US18683K1016

Joint Book-Running Managers: J.P. Morgan Securities LLC

Merrill Lynch, Pierce, Fenner & Smith

Incorporated

Lead Managers: Citigroup Global Markets Inc.

Wells Fargo Securities, LLC

Co-Managers: BMO Capital Markets Corp.

KeyBanc Capital Markets Inc. PNC Capital Markets LLC HSBC Securities (USA) Inc.

The Huntington Investment Company

Depositary Shares Offering

Depositary Shares Offered: 27,000,000 Depositary Shares, each of which represents a 1/40th interest in a share of the Issuer's 7.00% Series A Mandatory Convertible Preferred Stock, Class A (the "Mandatory Convertible Preferred Stock").

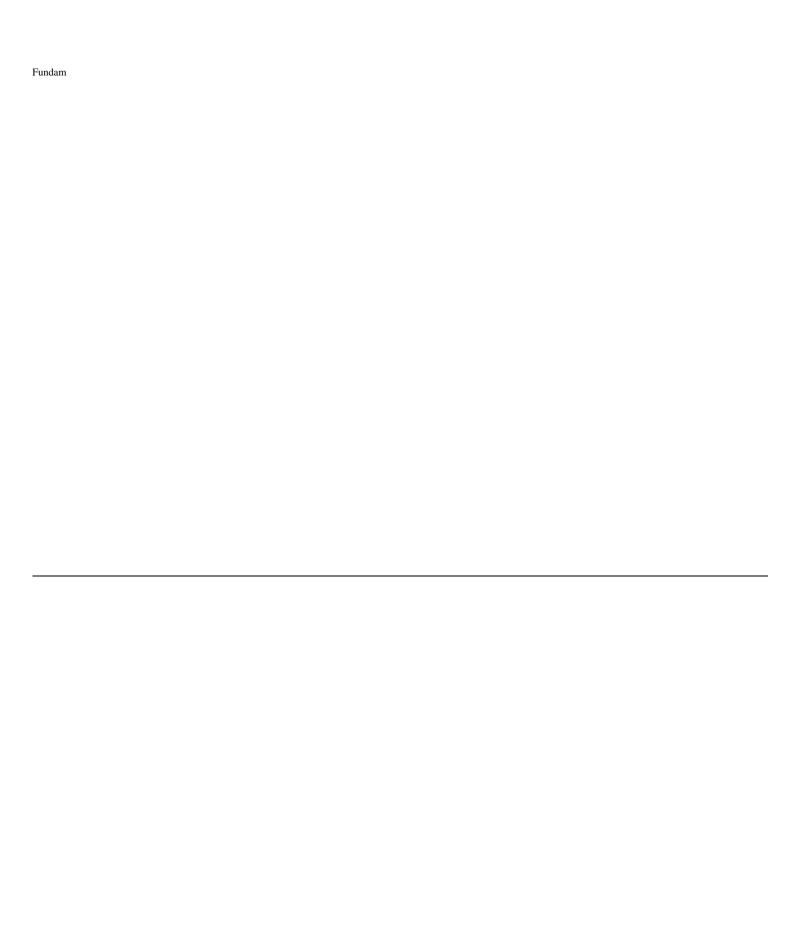
At the consummation of the Depositary Shares Offering, the Issuer will issue 675,000 shares of Mandatory Convertible Preferred Stock, subject to the underwriters' option to purchase additional Depositary Shares to

cover over-allotments.

Over-Allotment Option: 4,050,000 additional Depositary Shares (corresponding to 101,250 additional shares of the Mandatory

Convertible Preferred Stock).

	Per Depositary		
	Share		Total
Public Offering Price	\$ 25.00	\$	675,000,000
Underwriting Discounts and Commissions	\$ 0.75	\$	20,250,000



The following table sets forth the fundamental change conversion rate per Depositary Share based on the effective date of the fundamental change and the stock price in the fundamental change:

				Sto	ck Price on I	Effective Dat	e								
Effective Date February 21, 2013	\$15.00 0.7137	\$20.00 0.7182	\$25.00 0.7126	\$29.00 0.7069	\$32.00 0.7030	\$35.53 0.6992	\$40.00 0.6957	\$45.00 0.6932	\$50.00 0.6919	\$55.00 0.6915	\$60.00 0.6916	\$65.00 0.6921	\$70.00 0.6928	\$80.00 0.6945	\$90.00 0.6962
• .															
February 1, 2014	0.7641	0.7601	0.7452	0.7325	0.7240	0.7158	0.7079	0.7022	0.6987	0.6969	0.6961	0.6960	0.6962	0.6972	0.6984
February 1, 2015	0.8167	0.8106	0.7871	0.7639	0.7478	0.7321	0.7177	0.7079	0.7027	0.7002	0.6993	0.6991	0.6993	0.7000	0.7008
February 1, 2016	0.8621	0.8621	0.8621	0.8621	0.7813	0.7037	0.7037	0.7037	0.7037	0.7037	0.7037	0.7037	0.7037	0.7037	0.7037

The exact stock price and effective date may not be set forth on the table, in which case:

- if the stock price is between two stock prices on the table or the effective date is between two effective dates on the table, the fundamental change conversion rate per Depositary Share will be determined by straight-line interpolation between the fundamental change conversion rates per Depositary Share set forth for the higher and lower stock prices and the earlier and later effective dates, as applicable, based on a 365-day year;
- if the stock price is in excess of \$90.00 per share (subject to adjustment in the same manner and at the same time as the stock price set forth in the first row of the table above as described in the Depositary Shares Preliminary Prospectus Supplement), then the fundamental change conversion rate per Depositary Share will be the Minimum Conversion Rate, *divided by* 40, subject to adjustment as described in the Depositary Shares Preliminary Prospectus Supplement; and
- if the stock price is less than \$15.00 per share (subject to adjustment in the same manner and at the same time as the stock price set forth in the first row of the table above as described in the Depositary Shares Preliminary Prospectus Supplement), then the fundamental change conversion rate per Depositary Share will be the Maximum Conversion Rate, *divided by* 40, subject to adjustment as described in the Depositary Shares Preliminary Prospectus Supplement.

Because each Depositary Share represents a 1/40th fractional interest in a share of Mandatory Convertible Preferred Stock, a holder of Depositary Shares may only convert its Depositary Shares upon the occurrence of a fundamental change in lots of 40 Depositary Shares.

Discount Rate for Purposes of Accumulated Dividend Amount:

The discount rate for purposes of determining the accumulated dividend amount (as defined in the Depositary Shares Prospectus Supplement) equals 5.00% per annum.

Listing:

The Issuer will apply to list the Depositary Shares on The New 1 etchere iit