



Huntington Bancshares Incorporated
Huntington Center
Columbus, OH 43287

1362

614.480.5404 - Facsimile
Direct Telephone Number
614.480.4435

August 14, 2002

RECEIVED
OFFICE OF THE SECRETARY

AUG 14 2002

Via Facsimile and Overnight Delivery

Jonathan G. Katz
Secretary
Securities and Exchange Commission
450 Fifth Street, N.W.
Washington, DC 20549

Re: Huntington Bancshares Incorporated
Statements of Principal Executive Officer and
Principal Financial Officer Pursuant to Order No. 4-460

Dear Mr. Katz:

In accordance with the Order of the Securities and Exchange Commission requiring the filing of sworn statements pursuant to Section 21(a) of the Securities Exchange Act (File No. 4-460), enclosed is a sworn statement from each of Thomas E. Hoaglin, Chairman, President and Chief Executive Officer (principal executive officer) and Michael J. McMennamin, Vice Chairman, Chief Financial Officer and Treasurer (principal financial officer) of Huntington Bancshares Incorporated.

Please file stamp the enclosed copy of this letter and return it to me in the postage paid envelope provided.

Very truly yours,

A handwritten signature in cursive script that reads 'Elizabeth B. Moore'.

Elizabeth B. Moore
Senior Counsel & Vice President
The Huntington National Bank

Enclosures

1362

Statement Under Oath of Principal Financial Officer Regarding Facts and Circumstances Relating to Exchange Act Filings

I, Michael J. McMennamin, state and attest that:

(1) To the best of my knowledge, based upon a review of the covered reports of Huntington Bancshares Incorporated, and, except as corrected or supplemented in a subsequent covered report:

- no covered report contained an untrue statement of a material fact as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed); and
- no covered report omitted to state a material fact necessary to make the statements in the covered report, in light of the circumstances under which they were made, not misleading as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed).

(2) I have reviewed the contents of this statement with Huntington Bancshares Incorporated's Audit Committee.

(3) If this statement under oath, each of the following, if filed on or before the date of this statement, is a "covered report":

- Annual Report on Form 10-K for the year ended December 31, 2001 of Huntington Bancshares Incorporated;
- all reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of Huntington Bancshares Incorporated filed with the Commission subsequent to the filing of the Form 10-K identified above; and
- any amendments to any of the foregoing.

Michael J. McMennamin

 Michael J. McMennamin
 Vice Chairman, Chief Financial Officer and
 Treasurer
 August 14, 2002

Subscribed and sworn to before me
this 14th day of August, 2002.

Nancy T. Hall

 Notary Public

My Commission Expires: 7/31/04



NANCY T. HALL
 NOTARY PUBLIC, STATE OF OHIO
 My Commission Expires July 31, 2004

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THE HUNTINGTON NATIONAL BANK
LEGAL DEPARTMENT
HUNTINGTON CENTER
41 SOUTH HIGH STREET, 5TH FLOOR
COLUMBUS, OHIO 43287

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Larry D. Case..... 480-4891
John W. Liebersbach..... 480-4434
Elizabeth B. Moore..... 480-4435
Daniel W. Morton..... 480-5760
Jody Michelle Oster..... 480-4540
C. Kathryn Preston..... 480-5297
John R. Stojan..... 480-5181

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TO: Jonathan G. Katz, Secretary

COMPANY / DEPARTMENT: Securities and Exchange Commission

CITY & STATE: Washington, DC

FAX NO.: 202/824-5090

DATE: August 14, 2002

FROM: Elizabeth B. Moore

NUMBER OF PAGES (INCLUDING TRANSMITTAL PAGE): 4

MESSAGE:

On behalf of Huntington Bancshares Incorporated, the sworn statements of the principal executive officer and principal financial officer, pursuant to the SEC's Order No. 4-460.

THE ORIGINAL OF THIS DOCUMENT WILL BE SENT BY:

Regular/Inter-Office Mail

This will be the only form of Delivery

Overnight Delivery