DELAWDER DAN

Form 5

January 11, 2006

FORM 5

OMB APPROVAL

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

OMB 3235-0362 Number:

no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box if

January 31, Expires: 2005

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 1.0

See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

Reported 30(h) of the Investment Company Act of 1940 Form 4

Transactions Reported

1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer **DELAWDER DAN** Symbol PARK NATIONAL CORP /OH/ (Check all applicable) [PRK] (Middle) 3. Statement for Issuer's Fiscal Year Ended (Last) (First) _X_ Director 10% Owner _X_ Officer (give title Other (specify (Month/Day/Year) below) below) 12/31/2005 Chairman & CEO 50 NORTH THIRD STREET

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

NEWARK, OHÂ 43055

X Form Filed by One Reporting Person Form Filed by More than One Reporting

							Person		
(City)	(State)	(Zip) Tabl	e I - Non-Der	ivative Se	curitie	es Acqu	iired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securi Acquired Disposed (Instr. 3,	l (A) of (D) 4 and (A) or))	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	Â	Â	Â	Â	Â	Â	52,687	D	Â
Common Stock	Â	Â	Â	Â	Â	Â	41,648	I	Diane S., spouse
Common Stock	Â	Â	Â	Â	Â	Â	9,569.4297	I	KSOP
Common Stock	Â	Â	Â	Â	Â	Â	0	I	Matt, son $\underline{^{(1)}}$

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 2270 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)		4. Transaction Code (Instr. 8)	Secu Acqu (A)	vative urities uired or oosed O) rr. 3,	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 79.4	Â	Â	Â	Â	Â	01/22/2001	01/22/2006	Common Stock	1,259
Stock Option	\$ 84.29	Â	Â	Â	Â	Â	01/01/2002	06/25/2006	Common Stock	1,134
Stock Option	\$ 87.76	Â	Â	Â	Â	Â	01/01/2003	06/06/2007	Common Stock	1,139
Stock Option	\$ 93.24	Â	Â	Â	Â	Â	05/10/2002	05/10/2007	Common Stock	47
Stock Option	\$ 107.62	Â	Â	Â	Â	Â	02/28/2004	02/28/2009	Common Stock	928
Stock Option	\$ 107.85	Â	Â	Â	Â	Â	06/21/2005	06/21/2010	Common Stock	900

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
DELAWDER DAN							
50 NORTH THIRD STREET	ÂΧ	Â	Chairman & CEO	Â			
NEWARK, OH 43055							

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Signatures

David L. Trautman, by Power of Attorney for C. Daniel DeLawder

01/11/2006

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Matt is no longer a minor child living in Mr. DeLawder's household.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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