#### PARK NATIONAL CORP /OH/

Form 4

February 27, 2014

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

2. Issuer Name and Ticker or Trading

**OMB** Number:

**OMB APPROVAL** 

3235-0287

January 31, Expires:

2005

Estimated average burden hours per

5. Relationship of Reporting Person(s) to

Issuer

response... 0.5

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

Symbol

See Instruction 1(b).

(Print or Type Responses)

ONEILL ROBERT E

1. Name and Address of Reporting Person \*

		P	PARK NATIONAL CORP /OF [PRK]	(Check all applicable)					
(Last) (First) (Middle) 50 N. THIRD STREET			3. Date of Earliest Transaction (Month/Day/Year) 02/21/2014	_X_ Director Officer (gives below)					
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting PersonForm filed by More than One Reporting					
NEWARK	C, OH 43055		Form filed by Mor Person				ore than One Reporting		
(City)	(State)	(Zip)	Table I - Non-Derivative Securit	ties Acq	Acquired, Disposed of, or Beneficially Owned				
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	e 2A. Deemed Execution Da any (Month/Day/	Oate, if Transaction(A) or Disposed o Code (Instr. 3, 4 and 5)	f (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common Stock	02/21/2014		J 174.8342 A	(1)	3,394.0621	I	Through DRIP		
Common Stock					1,000	I	O'Neill Investments LLC, Managing Agency		
Common Stock					18.3	I	Moundvest Investment Club		
					1,730	D			

Common Stock

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

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SEC 1474

(9-02)

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

1. Title of Derivating Security (Instr. 3)	ve Conversion or Exercise	3. Transaction Date (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed	<b>.</b>	Date	7. Title Amou Under Securi (Instr.	nt of lying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans
				of (D) (Instr. 3, 4, and 5)	Date	Expiration		Amount		(Instr
			Code V	(A) (D)	Exercisable	Date	Title	Number of Shares		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
ONEILL ROBERT E 50 N. THIRD STREET NEWARK, OH 43055	X						

## **Signatures**

Robert E. O'Neill by David L. Trautman, P.O.A. 02/27/2014

\*\*Signature of Reporting Person

### **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) Reflects the number of common shares of the Issuer held in the Reporting Person's account under the Park National Corporation Dividend Reinvestment Plan (the "DRIP") as of the most recent statement for the DRIP (dated as of February 21, 2014).

Date

Note: File three copies of this Form, one of which must be manually signed. If space 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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