DELAWDER DAN Form 4 April 02, 2019

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

January 31, Expires: 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per 0.5 response...

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * DELAWDER DAN			2. Issuer Name and Ticker or Trading Symbol PARK NATIONAL CORP /OH/ [PRK]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
(Last) 50 N. THIRD	(First) STREET	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 03/29/2019	_X_ Director 10% Owner Selection Other (specify below) Chairman of the Board
	(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 Person
NEWARK, OH 43055				Form filed by More than One Reporting Person

	,					J	Person			
(City)	(State)	(Zip) Tah	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned							
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired (A) Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or			5. Amount of Securities Ownership Beneficially Form: Owned Direct (D) Following or Indirect Reported (I) Transaction(s) (Instr. 4) (Instr. 3 and 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common Shares	03/29/2019(1)		Code V A	Amount 1,372.22 (1)	(D)	Price (1)	56,652.22	D		
Common Shares	03/29/2019		F	419.9	D	\$ 94.75	56,232.32	D		
Common Shares	03/31/2019(2)		M	1,338.89 (2)	A	<u>(2)</u>	57,571.21	D		
Common Shares	03/31/2019		F	409.7	D	\$ 94.75	57,161.51	D		
Common Shares							2,806.456	I	C. Daniel DeLawder Managing	

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			Agency Account
Common Shares	50,232	I	Diane S., spouse
Common Shares	24,434.025 (3)	I	KSOP

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	Code	CransactionSecurities Acquired (A) Code or Disposed of (D)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amoun Underlying Securiti (Instr. 3 and 4)	
	Security			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amor Numl Share
PBRSUs	<u>(1)</u> <u>(4)</u>	03/29/2019		A	1,372.22	(2)	(1)(4)	(1)(4)	Common Shares	1,37
PBRSUs	<u>(5)</u>	03/31/2019		M		1,338.89	<u>(5)</u>	<u>(5)</u>	Common Shares	1,33

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
DELAWDER DAN 50 N. THIRD STREET NEWARK, OH 43055	X		Chairman of the Board				
Signatures							

/s/ C. Daniel DeLawder by Brady T. Burt, 04/02/2019 **POA**

> **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)

Reporting Owners 2

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Effective March 29, 2019 (the "2016 PBRSU Certification Date"), the Compensation Committee of the Board of Directors of Park National Corporation ("Park") certified the level of achievement with respect to the performance criteria for the three-fiscal-year performance period applicable to performance-based restricted stock units ("PBRSUs") granted to the reporting person effective January 1, 2016. The PBRSUs convert into Park common shares on a one-for-one basis. The PBRSUs earned based on the performance level achieved are also subject to a service-based vesting requirement with 50% vesting (resulting in the right to receive the 1,372.22 common shares shown in the first row in Table I) on the 2016 PBRSU Certification Date and the other 50% to vest on the first anniversary of the 2016 PBRSU Certification Date (shown in the first row in Table II as a derivative security).

- (2) These common shares of Park were acquired upon the satisfaction of a service-based vesting requirement whereby PBRSUs were converted into Park common shares on a one-for-one basis.
- (3) Between January 1 and March 31, 2019, the reporting person acquired 602.799 common shares under the Park National Corporation Employees Stock Ownership Plan (the "KSOP"). The information in this report is based on a plan statement dated as of April 1, 2019.
- These PBRSUs were earned based on the performance level achieved as described in footnote (1) and are also subject to service-based (4) vesting pursuant to which they are to vest on the first anniversary of the 2016 PBRSU Certification Date. Each PBRSU represents the right to receive one Park common share upon satisfaction of the service-based vesting requirement.
- (5) These PBRSUs converted into Park common shares on a one-for-one basis upon satisfaction of a service-based vesting requirement on March 31, 2019.

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.