PARK NATIONAL CORP /OH/
Form 4
April 14, 2015

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
ONEILL ROBERT E

(Last) (First) (Middle)

50 N. THIRD STREET

(Street)

NEWARK, OH 43055

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
PARK NATIONAL CORP /OH/ [PRK]

3. Date of Earliest Transaction (Month/Day/Year)
04/10/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

__X__ Director _____ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			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)
			Code	V	Amount	(A) or (D)	Price			
Common Shares	04/10/2015		J(1)		1,000	D	$ 0	0 (1)	I	O'Neill Investments LLC, Managing Agency (1)
Common Shares	04/10/2015		J(1)		1,000	A	$ 0	1,000 (1)	I	Robert E. O'Neill Managing Agency (1)
Common Shares								3,641.6262	I	Through DRIP

Common Shares		2,080	D	
Common Shares		18.3	I	Moundvest Investment Club
Common Shares		24,748 (2)	I	By John J. O'Neill Living Trust (2)
Common Shares		21,458 (3)	I	By John J. O'Neill Investment Trust (3)

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

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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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or 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 Brady T. Burt, POA	04/14/2015
**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) Reflects distribution on April 10, 2015 of common shares held by O'Neill Investments LLC (in a managing agency account) to Robert E. O'Neill to be held in the Robert E. O'Neill Managing Agency account.

(2) The reporting person became a successor co-trustee of the John J. O'Neill Living Trust (the "JJO Living Trust") upon the death of his father on November 16, 2014. The reporting person and members of his immediate family are among the beneficiaries of the JJO Living Trust. The reporting person disclaims beneficial ownership of the Park National Corporation common shares held by the JJO Living Trust except to the extent of his pecuniary interest therein. The number of common shares reported reflects the number of common shares held by the JJO Living Trust on April 14, 2015.

(3) The reporting person became a successor co-trustee of the John J. O'Neill Investment Trust (the "JJO Investment Trust") upon the death of his father on November 16, 2014. Members of his immediate family are among the beneficiaries of the JJO Investment Trust. The reporting person disclaims beneficial ownership of the Park National Corporation common shares held by the JJO Investment Trust except to the extent of his pecuniary interest therein, if any. The number of common shares reported reflects the number of common shares held by the JJO Investment Trust on April 14, 2015.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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