DELAWDER DAN
Form 5
February 08, 2019

FORM 5

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

ANNUAL 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

OMB APPROVAL
OMB Number: 3235-0362
Expires: January 31, 2005
Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).
Form 3 Holdings Reported
Form 4 Transactions Reported

1. Name and Address of Reporting Person *
DELAWDER DAN

(Last) (First) (Middle)

50 N. THIRD STREET

(Street)

NEWARK,Â OHÂ 43055

(City) (State) (Zip)

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

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2018

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
__X__ Director
_____ 10% Owner
__X__ Officer (give title below)
_____ Other (specify below)
Chairman of the Board

6. Individual or Joint/Group Reporting
(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 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)
				Amount	(A) or (D)	Price			
Common Shares	Â	Â	Â	Â	Â	Â	55,280	D	Â
Common Shares	Â	Â	Â	Â	Â	Â	50,232	I	Diane S., spouse
Common Shares	Â	Â	Â	Â	Â	Â	23,831.226 (1)	I	KSOP
Common Shares	Â	Â	Â	Â	Â	Â	2,806.456 (2)	I	C. Daniel DeLawder Managing

Agency Account

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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)	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. P Deri Secu (Ins
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
PBRSUs	Â	Â	Â	Â	Â	Â	Â (3)	Â (3)	Common Shares	1,338.89	

Reporting Owners

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

Signatures

/s/ C. Daniel DeLawder by Brady T. Burt, POA	02/08/2019
**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) Includes an aggregate of 707.494 common shares of Park National Corporation ("Park") acquired by the reporting person within the Park National Corporation Employees Stock Ownership Plan (the "KSOP") since the most recent reportable transaction date of March 31, 2018 through the remainder of the fiscal year ended December 31, 2018.

(2) Correction from the number included in the reporting person's Form 4 dated April 2, 2018 of 2,806.395 common shares. The number shown in this Form 5 reflects the addition of 0.061 common share for the correct total of 2,806.456 common shares.

(3) These performance-based restricted stock units ("PBRSUs") convert into Park common shares on a one-for-one basis upon satisfaction of a service-based vesting requirement pursuant to which they are to vest on March 31, 2019.

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.