

DELAWDER DAN
Form 4
January 23, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
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) (First) (Middle)
50 NORTH THIRD STREET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/20/2006

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman & CEO

NEWARK, OH 43055

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

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

(City) (State) (Zip)

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 Stock	01/20/2006		M	1,259 A \$ 79.4	53,946	D	
Common Stock					41,648	I	Diane S., spouse
Common Stock					9,569.4297	I	KSOP

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

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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 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. Amount or Number of Shares
Stock Option	\$ 79.4	01/20/2006		M	1,259	01/22/2001 01/22/2006	Common Stock	1,259
Stock Option	\$ 84.29					01/01/2002 06/25/2006	Common Stock	1,134
Stock Option	\$ 87.76					01/01/2003 06/06/2007	Common Stock	1,139
Stock Option	\$ 93.24					05/10/2002 05/10/2007	Common Stock	47
Stock Option	\$ 107.62					02/28/2004 02/28/2009	Common Stock	928
Stock Option	\$ 107.85					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 NEWARK, OH 43055	X		Chairman & CEO	

Signatures

C. Daniel
DeLawder 01/23/2006

**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).

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. 2,170 D Deferred Stock Units ⁽⁴⁾ ⁽¹¹⁾ ⁽¹¹⁾ Common Stock 5,445.8246 5,445.8246 D

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MORENO JEANNE M SNAP-ON INCORPORATED 2801 80TH STREET KENOSHA, WI 53143			VP - Chief Information Officer	

Signatures

/s/ Ryan S. Lovitz under Power of Attorney for Jeanne M. Moreno 03/05/2013

__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) This transaction was executed in multiple trades at prices ranging from \$80.25 to \$80.28. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the Issuer or a security holder of the Issuer full information regarding the number of shares and prices at which the transaction was effectuated.

(2) Original option grant vests in three annual installments beginning on the date listed in the "Date Exercisable" column.

(3) Exercise of Rule 16b-3 stock option.

(4) 1 for 1.

(5) The restricted stock units were earned based on company performance during fiscal 2011. Assuming continued employment through the end of fiscal 2013, the units will then vest in one installment and the shares will be issued shortly thereafter.

(6) The restricted stock units were earned based on company performance during fiscal 2012. Assuming continued employment through the end of fiscal 2014, the units will then vest in one installment and the shares will be issued shortly thereafter.

(7) The restricted stock units may be earned based on the achievement of certain company goals during fiscal 2013. Assuming continued employment through the end of fiscal 2015, any units earned will then vest in one installment and the shares will be issued shortly thereafter. The target number of units that may be earned is reported above; the maximum amount is 200% of the number reported.

(8) If the company achieves certain goals over the 2011-2013 period, the performance units will vest and stock will be awarded. The target number of units that may be earned is reported above; the maximum amount is 200% of the number reported.

(9) If the company achieves certain goals over the 2012-2014 period, the performance units will vest and stock will be awarded. The target number of units that may be earned is reported above; the maximum amount is 200% of the number reported.

(10) If the company achieves certain goals over the 2013-2015 period, the performance units will vest and stock will be awarded. The target number of units that may be earned is reported above; the maximum amount is 200% of the number reported.

(11) Payment will begin within 30 days first beginning after the date specified in advance of the deferral by the reporting person, death, disability or termination of employment.

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