

ONEILL ROBERT E
 Form 4
 October 24, 2017

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

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)

3. Date of Earliest Transaction (Month/Day/Year)
 10/23/2017

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

50 N. THIRD STREET

(Street)

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

NEWARK, OH 43055

(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 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 Shares	10/23/2017 ⁽¹⁾		A	450 ⁽¹⁾	\$ 111.25	D	
Common Shares					4,382.2622 ⁽²⁾	I	Through DRIP ⁽²⁾
Common Shares					19,500	I	By John J. O'Neill Living Trust ⁽³⁾
Common Shares					4,290	I	By John J. O'Neill Investment Trust ⁽⁴⁾
Common Shares					1,000	I	By John J. O'Neill Irrevocable

Common Shares	1,000	I	Living Trust FBO Alex O'Neill ⁽⁵⁾ By John J. O'Neill Irrevocable Living Trust FBO Ellen O'Neill ⁽⁶⁾
Common Shares	500	I	Alexa Robinson-O'Neill (spouse) Managing Agency Account ⁽⁷⁾

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.

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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. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 6)
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Reporting Owners

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

Signatures

/s/ Robert E. O'Neill by Brady T. Burt,
POA

10/24/2017

__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) Common shares were awarded pursuant to and in accordance with the terms of the Park National Corporation 2017 Long-Term Incentive Plan for Non-Employee Directors (the "2017 Non-Employee Directors LTIP").
Includes an aggregate of 74.0462 common shares of Park National Corporation (the "Issuer") held in the reporting person's account under the Park National Corporation Dividend Reinvestment Plan (the "DRIP") which were acquired since the most recent reportable transaction date of August 10, 2017.
- (3) 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 Issuer's common shares held by the JJO Living Trust except to the extent of his pecuniary interest therein, if any.
- (4) 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 Issuer's common shares held by the JJO Investment Trust except to the extent of his pecuniary interest therein, if any.
- (5) The reporting person is a co-trustee of the John J. O'Neill Irrevocable Living Trust FBO Alex O'Neill. A member of the reporting person's immediate family is the beneficiary of this trust. The reporting person disclaims beneficial ownership of the Issuer's common shares in which he does not have a pecuniary interest, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such Park common shares for purposes of Section 16 of the Securities Exchange Act of 1934 or for any other purpose.
- (6) The reporting person is a co-trustee of the John J. O'Neill Irrevocable Living Trust FBO Ellen O'Neill. A member of the reporting person's immediate family is the beneficiary of this trust. The reporting person disclaims beneficial ownership the Issuer's common shares in which he does not have a pecuniary interest, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such Park common shares for purposes of Section 16 of the Securities Exchange Act of 1934 or for any other purpose.
- (7) The reporting person disclaims beneficial ownership of these common shares, and this report shall not be deemed an admission that the reporting person is the beneficial owner of these common shares for purposes of Section 16 of the Securities Exchange of Act of 1934 or for any other purpose.

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.