O NEILL JOHN J

Form 5

January 04, 2011 FORM 5

OMB APPROVAL

3235-0362

2005

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

Number: January 31, Expires:

OMB

no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction

Check this box if

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

Estimated average burden hours per response... 1.0

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940

Form 4

Stock

Transactions Reported

1. Name and Address of Reporting Person * O NEILL JOHN J			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. Statement for Issuer (Month/Day/Year) 12/31/2010		's Fiscal Year Ended			_X Director 10% Owner Officer (give title below) Other (specify below)				
50 NORTH	I THIRD STREE	Т										
(Street)			4. If Amendment, Date Original				6	6. Individual or Joint/Group Reporting				
			Filed(Month/Day/Year)					(check applicable line)				
NEWARK	OH 43055						_	X_ Form Filed by Form Filed by erson	One Reporting More than One			
(City) (State) (Zip) Table I - 1					rivative Secu	urities	Acqui	red, Disposed o	of, or Benefici	ally Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemd Execution any (Month/Da	Date, if	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or			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)		
Common Stock	10/27/2010	Â		J	Amount	(D)	\$ (1)	24,038	I	John J. O'Neill Living Trust Custodial Agency		
Common Stock	10/27/2010	Â		J	180	D	\$ <u>(1)</u>	0	D	Â		

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Common Stock 03/31/2010 Â J 152,042 A \$ $\stackrel{(2)}{=}$ 152,042 I $\stackrel{\text{John J.}}{=}$ Investment Trust Custodial Agency

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

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SEC 2270 (9-02)

> 9. of D

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)		ate	7. Titl Amou Under Secur (Instr.	int of lying	8. Price of Derivative Security (Instr. 5)
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships						
1 8	Director	10% Owner	Officer	Other			
O NEILL JOHN J 50 NORTH THIRD STREET	ÂΧ	Â	Â	Â			
NEWARK Â OHÂ 43055							

Signatures

David L. Trautman, by Power of Attorney for John J.
O'Neill
01/04/2011

**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) Transfer of 180 Direct Shares to John J. O'Neill Living Trust Custodial Agency
- (2) Transfer of 152,042 shares from John J. O'Neill Living Trust Custodial Agency to John J. O'Neill Investment Trust Custodial Agency Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure.

Reporting Owners 2

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