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MCCONNELL WILLIAM T Form 5 January 05, 2011 FORM 5

1(b).

Reported

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(Last)

Form 4

OMB APPROVAL OMB UNITED STATES SECURITIES AND EXCHANGE COMMISSION 3235-0362 Number: Washington, D.C. 20549 Check this box if January 31, Expires: no longer subject 2005 to Section 16. Estimated average ANNUAL STATEMENT OF CHANGES IN BENEFICIAL Form 4 or Form burden hours per 5 obligations **OWNERSHIP OF SECURITIES** response... 1.0 may continue. See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940 Transactions 1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer MCCONNELL WILLIAM T Symbol PARK NATIONAL CORP /OH/ (Check all applicable) [PRK] (Middle) 3. Statement for Issuer's Fiscal Year Ended (First) _X_ Director 10% Owner Officer (give title Other (specify (Month/Day/Year) below) below) 12/31/2010 **50 NORTH THIRD STREET** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line)

NEWARK, OHÂ 43055

X Form Filed by One Reporting Person Form Filed by More than One Reporting Person

(City)	(State)	(Zip) Tab	p) 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. Securitie (A) or Disp (Instr. 3, 4 a Amount	osed c	of (D)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	Ownership Form:	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	11/18/2010	Â	J	29	A	\$ <u>(1)</u>	100,679 <u>(1)</u>	D	Â
Common Stock	12/31/2010	Â	J	276.998	А	\$ <u>(2)</u>	5,951.431	Ι	KSOP
Common Stock	Â	Â	Â	Â	Â	Â	16,978	Ι	Wm. T. McConnell Irrevocable Trust

Reporting Owners

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Tit	le and	8. Price of	9.
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Number	Expiration D	ate	Amou	unt of	Derivative	of
Security	or Exercise		any	Code	of	(Month/Day/Year)		Unde	rlying	Security	D
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative			Secur	ities	(Instr. 5)	Se
	Derivative		· · ·		Securities			(Instr	. 3 and 4)		в
	Security				Acquired						0
	•				(A) or						E
					Disposed						Is
					of (D)						Fi
					(Instr. 3,						(I
					4, and 5)						Ì
									Amount		
						Date	Expiration		or		
						Exercisable	Date	Title	Number		
						Excletisable Dute			of		
					(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships					
1 8	Director	10% Owner	Officer	Other		
MCCONNELL WILLIAM T 50 NORTH THIRD STREET NEWARK, OH 43055	ÂX	Â	Â	Â		
Signatures						

David L. Trautman, by Power of Attorney for William T. McConnell

**Signature of Reporting Person

Date

01/05/2011

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) Required distribution of 239 shares from KSOP to Direct shares completed in two transactions of 210 shares on 11/17/2010 and 29 shares on 11/18/2010
- (2) DRIP update

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.