CULLERS JAMES J
Form 5
January 10, 2012

# FORM 5

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

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

### 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

| | |
|---|---|
| **1. Name and Address of Reporting Person** * <br> CULLERS JAMES J | **2. Issuer Name and Ticker or Trading Symbol** <br> PARK NATIONAL CORP /OH/ [PRK] |

(Last) (First) (Middle)

**3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)**
12/31/2011

50 NORTH THIRD STREET

(Street)

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

NEWARK, Â OHÂ 43055

(City) (State) (Zip)

**5. Relationship of Reporting Person(s) to Issuer**

(Check all applicable)

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

**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) Amount | (A) or (D) | Price | 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 Benef Ownership (Instr. 4) |
|---|---|---|---|---|---|---|---|---|---|
| Common Stock | 12/21/2011 | Â | G | 100 | D | $ (1) | 3,749 | D | Â |
| Common Stock | 12/31/2011 | Â | J | 62.7215 | A | $ (2) | 1,045.3608 | I | Alice, spouse, IRA Raymond James |
| Common Stock | 12/21/2011 | Â | G | 50 | A | $ (1) | 68.1039 | I | Spouse-Zoe-gr. daugh |
| Common Stock | 12/31/2011 | Â | J | 1.1764 | A | $ (2) | 69.2803 | I | Spouse-Zoe-gr. daugh |

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| Common Stock | 12/21/2011 | Â | G | 50 | A | $ [(1)] 68.1039 | I | Spouse-Emily-gr. daug |
| Common Stock | 12/31/2011 | Â | J | 1.1764 | A | $ [(2)] 69.2803 | I | Spouse-Emily-gr. daug |
| Common Stock | 12/31/2011 | Â | J | 5.6816 | A | $ [(2)] 93.1113 | I | Custodial(C)Alison-gr daughter |
| Common Stock | 12/31/2011 | Â | J | 3.5039 | A | $ [(2)] 57.4226 | I | Spouse-Cust.(A)Sophi daughter |
| Common Stock | 12/31/2011 | Â | J | 3.5039 | A | $ [(2)] 57.4226 | I | Spouse-Cust.(B)Leah- daughter |
| Common Stock | Â | Â | Â | Â | Â Â | 4,000 | I | Trust-J.Cullers Profit Sharing |

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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(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. Price of Derivative Security (Instr. 5) | 9. of D Se Be O Er Is Fi (I |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |
| | | | | | (A) | (D) | | | | | | |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| CULLERS JAMES J 50 NORTH THIRD STREET NEWARK,Â OHÂ 43055 | Â X | Â | Â | Â |

# Signatures

| James J. Cullers by David L. Trautman, POA | 01/10/2012 |
|---|---|
| [**]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)**   100 shares from directly held shares were gifted to two granddaughters' accounts - 50 shares to each.

**(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.