Washington, D.C. 20549

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL

Miller Matthew R Form 5 January 07, 2013

Check this box if

no longer subject

to Section 16.

Form 4 or Form

FORM 5 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB APPROVAL

OMB 3235-0362 Number: January 31,

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response... 1.0

5 obligations OWNERSHIP OF SECURITIES may continue. See Instruction

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

securities beneficially owned directly or indirectly.

Transactions Reported

Miller Matthew R S			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) (I	Middle)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2012				Director 10% Owner X Officer (give title Other (specify below) below)					
50 N. THIRI	O ST.							Chief A	accounting Office	cer		
				Amendment, Date Original (Month/Day/Year)				6. Individual or Joint/Group Reporting				
								(check applicable line)				
NEWARK,Â	A OHÂ 43055 (State)	(Zip)	Table	e I - Non-Deriv	vative Seco	urities	F	X_ Form Filed by Form Filed by lerson ired, Disposed of	More than One Ro	eporting		
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)	Execution any		3. Transaction Code (Instr. 8)	4. Securit Acquired Disposed (Instr. 3, 4)	(A) or of (D)	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	Â	Â		Â	Â	Â	Â	795.096	I	KSOP		
Reminder: Repo	ort on a separate line	for each cla	ass of	Persons wh	o respon	d to t	he col	lection of info	rmation	SEC 2270		

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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the form displays a currently valid OMB control number.

(9-02)

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Number	Expiration D	ate	Amou	ınt of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)
	Derivative				Securities			(Instr.	3 and 4)	
	Security				Acquired					
					(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									Amount	
						Date	Expiration	T:41-	or Namelana	
						Exercisable	Date	Title	Number	
					(A) (D)				of	
					(A) (D)				Shares	

of D

В

Is Fi

Reporting Owners

Reporting Owner Name / Address	Relationships							
Troporting (when I white , 12 and 2000	Director 10% Owner		Officer	Other				
Miller Matthew R 50 N. THIRD ST. NEWARK, OH 43055	Â	Â	Chief Accounting Officer	Â				

Signatures

Matthew R. Miller by David L. Trautman, 01/07/2013

**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).

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.

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