PARK NATIONAL CORP /OH/

Form 5

January 13, 2015

OMB APPROVAL FORM 5

OMB UNITED STATES SECURITIES AND EXCHANGE COMMISSION 3235-0362 Number: Washington, D.C. 20549 January 31,

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

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

2005 Estimated average burden hours per response... 1.0

Expires:

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

Form 4

30(h) of the Investment Company Act of 1940

Transactions Reported

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)	(M	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2014			_	_X Director Officer (give elow)		% Owner ther (specify		
50 N. THI	RD STREET	12	431/201 4								
	(Street)		4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line)								
NEWARK	X, OH 43055					_	X_ Form Filed by I _ Form Filed by I erson				
(City)	(State)	(Zip)	Table I - Non-	Derivative Seco	ırities	Acqui	red, Disposed of	f, or Benefici	ally Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date any (Month/Day/Yo	Date, if Transaction (A) or Disposed of (D) Code (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
				Amount	(D)	Price	4)				
Common Stock	12/31/2014	Â	<u>J(1)</u>	247.5641	A	\$ 0 (1)	3,641.6262	I	Through DRIP		
Common Stock	Â	Â	Â	Â	Â	Â	2,080	D	Â		
Common Stock	Â	Â	Â	Â	Â	Â	1,000	I	O'Neill Investments LLC, Managing Agency		

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

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SEC 2270 (9-02)

> 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,	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)
					4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

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

Signatures

Robert E. O'Neill by Brady T. Burt, POA 01/13/2015

**Signature of Reporting Person

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).

Date

(1) Reflects the number of common shares of the issuer held in the Reporting Person's account under the Park National Corporation Dividend Reinvestment Plan (the "DRIP") acquired during the fiscal year ended December 31, 2014.

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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