#### PARK NATIONAL CORP /OH/

securities beneficially owned directly or indirectly.

Form 5

February 13, 2017

#### **OMB APPROVAL** FORM 5 **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, 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 Transactions Reported 1. Name and Address of Reporting Person \* 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer Miller Matthew R Symbol PARK NATIONAL CORP /OH/ (Check all applicable) [PRK] (Middle) 3. Statement for Issuer's Fiscal Year Ended (Last) (First) Director 10% Owner X \_ Officer (give title Other (specify (Month/Day/Year) below) below) 12/31/2016 Chief Accounting Officer 50 N. 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 (State) (City) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction Acquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial any (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned at end Indirect (I) Ownership of Issuer's (Instr. 4) (Instr. 4) (A) Fiscal Year or (Instr. 3 and 4) Amount (D) Price Common 1,916.102 Â Â Â Â Â Â I KSOP (1) Shares (1) Persons who respond to the collection of information Reminder: Report on a separate line for each class of **SEC 2270**

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

contained in this form are not required to respond unless

the form displays a currently valid OMB control number.

(9-02)

#### Edgar Filing: PARK NATIONAL CORP /OH/ - Form 5

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)		4. Transaction Code	5. Number of	6. Date Exerc Expiration Do (Month/Day/	ate	7. Title Amou	nt of	8. Price of Derivative Security	
(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	e	- 3,	Securi	, ,	(Instr. 5)	
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

of D

Fi (I

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
·k. · · · · · · · · · · · · · · · · · ·	Director	10% Owner	Officer	Other			
Miller Matthew R 50 N. THIRD STREET NEWARK, OH 43055	Â	Â	Chief Accounting Officer	Â			

## **Signatures**

/s/ Matthew R. Miller by Brady T. Burt, POA 02/13/2017

\*\*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) Reflects the aggregate number of 244.463 common shares of Park National Corporation (the "Issuer") acquired by the reporting person within the Park National Corporation Employees Stock Ownership Plan (the "KSOP") during the fiscal year ended December 31, 2016.

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.

Reporting Owners 2