

Burt Brady T
 Form 4
 April 02, 2019

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Burt Brady T

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) (Middle)
 50 N. THIRD STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 03/29/2019

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Chief Financial Officer

NEWARK, OH 43055
 (City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Shares	03/29/2019 ⁽¹⁾		A		1,200.69 <u>(1)</u>	D	
Common Shares	03/29/2019		F		\$ 364.41 94.75	D	
Common Shares	03/31/2019 ⁽²⁾		M		669.45 <u>(2)</u>	D	
Common Shares	03/31/2019		F		\$ 203.18 94.75	D	
Common Shares					1,180.389	I	Brady T. Burt Managing

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shares shown in the first row in Table I) on the 2016 PBR SU Certification Date and the other 50% to vest on the first anniversary of the 2016 PBR SU Certification Date (shown in the first row in Table II as a derivative security).

- (2) These common shares of Park were acquired upon the satisfaction of a service-based vesting requirement whereby PBR SUs were converted into Park common shares on a one-for-one basis.
- (3) Between January 1 and March 31, 2019, the reporting person acquired 99.597 common shares under the Park National Corporation Employees Stock Ownership Plan (the "KSOP"). The information in this report is based on a plan statement dated as of April 1, 2019. These PBR SUs were earned based on the performance level achieved as described in footnote (1) and are also subject to service-based
- (4) vesting pursuant to which they are to vest on the first anniversary of the 2016 PBR SU Certification Date. Each PBR SU represents the right to receive one Park common share upon satisfaction of the service-based vesting requirement.
- (5) These PBR SUs converted into Park common shares on a one-for-one basis upon satisfaction of a service-based vesting requirement on March 31, 2019.

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