**DELAWDER DAN** Form 4/A

November 01, 2017

# FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**OMB APPROVAL** 

3235-0287

January 31,

2005

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OMB

Number:

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response...

5. Relationship of Reporting Person(s) to

Estimated average

burden hours per

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

obligations

may continue.

See Instruction

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

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

| DELAWDER DAN                         |   |   | 2. Issuer Name and Ticker or Trading Symbol      |                 |  |        |             | Issuer   |  |  |  |
|--------------------------------------|---|---|--|-----------------|--|--------|-------------|--|--|--|--|
|                                      |   |   | PARK NATIONAL CORP /OH/<br>[PRK]                 |                 |  |        |             | (Check all applicable)   |  |  |  |
| (Last)                               | , ,                                     | (Middle)                                  | 3. Date of Earliest Transaction (Month/Day/Year) |                 |  |        |             | X Director 10% OwnerX Officer (give title Other (specify below)  |  |  |  |
| 50 N. THII                           | RD STREET                               |   | 03/31/   | 2017            |  |        |             | Chairman of the Board  |  |  |  |
|                                      | (Street)                                |   |  | onth/Day/Ye     | Date Original<br>ear)                          |        |             | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person                  |  |  |  |
| NEWARK                               | , OH 43055                              |   |  |                 |  |        |             | Form filed by More than One Reporting Person   |  |  |  |
| (City)                               | (State)                                 | (Zip)                                     | Tal  | ble I - Non     | -Derivative S                                  | Securi | ties Acqu   | ired, Disposed of  | f, or Beneficia  | ally Owned   |  |
| 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deem<br>Execution<br>any<br>(Month/Da | Date, if   | Code (Instr. 8) | 4. Securities<br>or Disposed<br>(Instr. 3, 4 a | (A) or | )           | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4)  |  |
| Common<br>Shares                     | 03/31/2017(1)                           |   |  | Code V A        | Amount 1,372.22 (1)                            | (D)    | Price (1)   | 56,652.22  | D  |  |  |
| Common<br>Shares                     | 03/31/2017                              |   |  | F               | 447.395  | D      | \$<br>105.2 | 56,204.825   | D  |  |  |
| Common<br>Shares                     | 04/04/2017(2)                           |   |  | J               | 924.825<br>(2)                                 | D      | (2)         | 55,280   | D  |  |  |
| Common<br>Shares                     | 04/04/2017(2)                           |   |  | J               | 924.825<br>(2)                                 | A      | (2)         | 924.825  | I  | C. Daniel<br>DeLawder<br>Managing<br>Agency<br>Account |  |

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|   |               |   | Person         | s wh | o respo    | nd to the collec | ction of | SEC 1474        |  |
|---|---------------|---|----------------|------|------------|------------------|----------|-----------------|--|
| Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. |               |   |                |      |            |                  |          |                 |  |
| Common<br>Shares  |               |   |                |      |            | 50,232           | I        | Diane S. spouse |  |
| Common<br>Shares  | 03/31/2017(3) | J | 409.688<br>(3) | A    | <u>(3)</u> | 22,040.429       | I        | KSOP            |  |

information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(9-02)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transact<br>Code<br>(Instr. 8) | 5. Number of actionDerivative Securities 8) 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) |                                  |
|---|---|--------------------------------------|---|--------------------------------------|--|-----|--|--------------------|---|----------------------------------|
|   |   |                                      |   | Code V                               | (A)  | (D) | Date<br>Exercisable                                      | Expiration<br>Date | Title   | Amount or<br>Number of<br>Shares |
| PBRSUs  | <u>(1)</u> <u>(4)</u>   | 03/31/2017(1)(4)                     |   | A                                    | 1,372.22<br>(1) (4)  |     | (1)(4)   | (1)(4)             | Common<br>Shares  | 1,372.22                         |

## **Reporting Owners**

| Reporting Owner Name / Address                         | Relationships |           |                       |       |  |  |  |  |
|--|---------------|-----------|-----------------------|-------|--|--|--|--|
| Reporting Owner Name / Address                         | Director      | 10% Owner | Officer               | Other |  |  |  |  |
| DELAWDER DAN<br>50 N. THIRD STREET<br>NEWARK, OH 43055 | X             |           | Chairman of the Board |       |  |  |  |  |

### **Signatures**

/s/ C. Daniel DeLawder by Brady T. Burt, POA 11/01/2017

\*\*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) On March 31, 2017 (the "Certification Date"), the Compensation Committee of the Board of Directors of Park National Corporation ("Park") certified the level of achievement with respect to the performance criteria for the three-fiscal-year performance period applicable to performance-based restricted stock units ("PBRSUs") granted to the reporting person on January 24, 2014. The PBRSUs convert into Park common shares on a one-for-one basis. The PBRSUs earned based on the performance level achieved are also subject to service-based vesting with 50% vesting (resulting in the right to receive the 1,372.22 common shares shown on the first line in Table I) on the Certification Date and the other 50% to vest on the first anniversary of the Certification Date (shown in Table II as a derivative

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security).

- (2) Includes 924.825 common shares previously owned directly by the reporting person which were transferred on April 4, 2017 to the C. Daniel DeLawder Managing Agency Account.
- (3) Between January 1 and March 31, 2017, the reporting person acquired 409.688 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 March 31, 2017.
- These PBRSUs 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 Certification Date. Each PBRSU represents the right to receive one Park common share upon satisfaction of the service-based vesting requirement.

Note: File three copies of this Form, one of which must be manually signed. If space 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.