

SCACCETTI JANE
Form 4
January 07, 2019

FORM 4

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

OMB APPROVAL

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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 *
SCACCETTI JANE

2. Issuer Name and Ticker or Trading Symbol
PENN NATIONAL GAMING INC
[PENN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
825 BERKSHIRE BOULEVARD,
SUITE 200

3. Date of Earliest Transaction
(Month/Day/Year)
01/03/2019

Director 10% Owner
 Officer (give title below) Other (specify below)

WYOMISSING, PA 19610

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

(City) (State) (Zip)

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				(A) or (D)
Common Stock ⁽¹⁾	01/03/2019		M			2,034	A	\$ 16,959	D	
Common Stock	01/03/2019		D			2,034	D	\$ 19.45	14,925	D
Common Stock ⁽²⁾	01/03/2019		A			15,938	A	\$ 0	30,863	D
Common Stock ⁽³⁾	01/04/2019		M			4,432	A	\$ 35,295		D
Common Stock	01/04/2019		D			4,432	D	\$ 19.94	30,863	D

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- Restricted Stock Award with forfeiture restrictions lapsing in installments as follows: 5,313 shares on January 3, 2020; 5,313 shares on
- (2) January 2, 2021 and 5,312 shares on January 3, 2022. The reporting person elected to receive payment of fees for 2019 board and committee service and the 2019 annual equity award to directors in the form of Restricted Stock.

- The recipient receives a cash payment for each phantom stock unit equal to the fair market value on the vesting date of one share of the
- (3) Company's common stock. Of the original award of phantom stock units, 4,432 units vested on January 4, 2019. The remaining phantom stock units are scheduled to vest as follows: 4,433 units on January 4, 2020; and 4,432 units on January 4, 2021.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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