

Burt Brady T
Form 4/A
November 01, 2017

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

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(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)
03/31/2017

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

NEWARK, OH 43055

4. If Amendment, Date Original
Filed(Month/Day/Year)
04/04/2017

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)	Price	
Common Shares	03/31/2017 ⁽¹⁾		A		514.58 (1)	A (1) 514.58	D
Common Shares	03/31/2017		F		167.771	D \$ 105.2	346.809 D
Common Shares	04/04/2017 ⁽²⁾		J		346.809 (2)	D (2) 0	D
Common Shares	04/04/2017 ⁽²⁾		J		346.809 (2)	A (2) 346.809	I

Brady T.
Burt
Managing
Agency
Account

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Common Shares 03/31/2017⁽³⁾ J 133.004⁽³⁾ A ⁽³⁾ 4,529.297 I KSOP

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

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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, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price or Value of Underlying Securities (Instr. 3 and 4)
PBRsUs	⁽¹⁾ ⁽⁴⁾	03/31/2017 ⁽¹⁾⁽⁴⁾		A	514.58 ^{(1) (4)}	⁽¹⁾⁽⁴⁾ ⁽¹⁾⁽⁴⁾	Common Shares	514.58

Reporting Owners

Reporting Owner Name / Address	Relationships
Burt Brady T 50 N. THIRD STREET NEWARK, OH 43055	Director 10% Owner Officer Other Chief Financial Officer

Signatures

/s/ Brady T. Burt 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).

- 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
- (1) 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 514.58 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 security).

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- (2) Includes 346.809 common shares previously owned directly by the reporting person which were transferred on April 4, 2017 to the Brady T. Burt Managing Agency Account.
- (3) Between January 1 and March 31, 2017, the reporting person acquired 133.004 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.

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