

DELAWDER DAN  
Form 4  
April 28, 2005

**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

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
DELAWDER DAN

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 NORTH THIRD STREET  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
04/28/2005

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

NEWARK, OH 43055

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	04/28/2005		M	533 A \$ 90.48	52,687	D	
Common Stock					41,648	I	Diane S., spouse
Common Stock					9,404.7558	I	KSOP
Common Stock					1,998	I	Matt, son
Common Stock					471.9063	I	Matt, DRIP

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

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SEC 1474  
(9-02)

**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. P	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 90.48	04/28/2005		M	533	05/01/2000 05/01/2005	Common Stock	533	\$
Stock Option	\$ 79.4					01/22/2001 01/22/2006	Common Stock	1,259	
Stock Option	\$ 84.29					01/01/2002 06/25/2006	Common Stock	1,134	
Stock Option	\$ 87.76					01/01/2003 06/06/2007	Common Stock	1,139	
Stock Option	\$ 93.24					05/10/2002 05/10/2007	Common Stock	47	
Stock Option	\$ 107.62					02/28/2004 02/28/2009	Common Stock	928	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DELAWDER DAN 50 NORTH THIRD STREET NEWARK, OH 43055	X		Chairman & CEO	

## Signatures

C. Daniel  
DeLawder

04/28/2005

\_\_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).

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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