

Miller Matthew R
 Form 4/A
 November 01, 2017

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 *
 Miller Matthew R

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
 Officer (give title below) _____ Other (specify below)
 Chief Accounting Officer

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

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

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	03/31/2017 ⁽¹⁾		A		343.06 <u>(1)</u>	D	
Common Shares	03/31/2017		F		\$ 108.764 105.2	D	
Common Shares	04/04/2017 ⁽²⁾		J		234.296 <u>(2)</u>	D	
Common Shares	04/04/2017 ⁽²⁾		J		234.296 <u>(2)</u>	I	

Matthew R. Miller
 Managing Agency Account

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- (2) Includes 234.296 common shares previously owned directly by the reporting person which were transferred on April 4, 2017 to the Matthew R. Miller Managing Agency Account.
- (3) Between January 1 and March 31, 2017, the reporting person acquired 80.198 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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