

DELAUDER DAN
Form 5
February 08, 2019

FORM 5

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).
Form 3 Holdings
Reported
Form 4
Transactions
Reported

**ANNUAL 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

OMB
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1. Name and Address of Reporting Person *
DELAUDER 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)

3. Statement of Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2018

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Chairman of the Board

50 N. THIRD STREET

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

NEWARK, OH 43055

☒ 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)	(A) or (D)	Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Shares	Â	Â	Â	Â	Â	Â	55,280	D	Â
Common Shares	Â	Â	Â	Â	Â	Â	50,232	I	Diane S., spouse
Common Shares	Â	Â	Â	Â	Â	Â	23,831.226 (1)	I	KSOP
Common Shares	Â	Â	Â	Â	Â	Â	2,806.456 (2)	I	C. Daniel DeLawder Managing

Agency
Account

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

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SEC 2270
(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 Der Sec (Ins
					(A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
PBRsUs	Â	Â	Â	Â	Â Â	Â (3) Â (3)	Common Shares	1,338.89

Reporting Owners

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

Signatures

/s/ C. Daniel DeLawder by Brady T. Burt,
POA 02/08/2019

__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).

- Includes an aggregate of 707.494 common shares of Park National Corporation ("Park") acquired by the reporting person within the Park
- (1) National Corporation Employees Stock Ownership Plan (the "KSOP") since the most recent reportable transaction date of March 31, 2018 through the remainder of the fiscal year ended December 31, 2018.
 - (2) Correction from the number included in the reporting person's Form 4 dated April 2, 2018 of 2,806.395 common shares. The number shown in this Form 5 reflects the addition of 0.061 common share for the correct total of 2,806.456 common shares.
 - (3) These performance-based restricted stock units ("PBRsUs") convert into Park common shares on a one-for-one basis upon satisfaction of a service-based vesting requirement pursuant to which they are to vest on March 31, 2019.

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