

DELAWDER DAN
Form 5
February 08, 2019

FORM 5

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

OMB APPROVAL

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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

| | | | | |
|---|---------|----------|--|--|
| 1. Name and Address of Reporting Person * | | | 2. Issuer Name and Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer |
| DELAWDER DAN | | | PARK NATIONAL CORP /OH/ [PRK] | (Check all applicable) |
| (Last) | (First) | (Middle) | 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) | <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) |
| 50 N. THIRD STREET | | | 12/31/2018 | Chairman of the Board |
| (Street) | | | 4. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Reporting (check applicable line) |
| NEWARK, OH 43055 | | | | <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(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).
 - (1) Includes an aggregate of 707.494 common shares of Park National Corporation ("Park") acquired by the reporting person within the Park 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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Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.