DELAWDER DAN

Form 5

Common

Shares

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February 01, 2018

FORM 5

OMB UNITED STATES SECURITIES AND EXCHANGE COMMISSION 3235-0362 Number: Washington, D.C. 20549 Check this box if January 31, Expires: no longer subject 2005 to Section 16. Estimated average ANNUAL STATEMENT OF CHANGES IN BENEFICIAL Form 4 or Form burden hours per 5 obligations OWNERSHIP OF SECURITIES response... 1.0 may continue. See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940 Form 4 Transactions Reported 1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer **DELAWDER DAN** Symbol PARK NATIONAL CORP /OH/ (Check all applicable) [PRK] (Middle) 3. Statement for Issuer's Fiscal Year Ended (Last) (First) _X_ Director 10% Owner _X__ Officer (give title Other (specify (Month/Day/Year) below) below) 12/31/2017 Chairman of the Board 50 N. THIRD STREET (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line) NEWARK, OHÂ 43055 _X_ Form Filed by One Reporting Person Form Filed by More than One Reporting (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 7. Nature of (Month/Day/Year) Transaction Ownership Indirect Security Execution Date, if Acquired (A) or Securities (Instr. 3) Code Disposed of (D) Beneficially Form: Direct Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned at end (D) or Ownership of Issuer's Indirect (I) (Instr. 4) Fiscal Year (Instr. 4) (A) (Instr. 3 and or (D) Price Amount Common Â Â Â Â Â Â Â 55,280 D Shares Common Diane S., Â Â Â Â Â Â 50,232 I Shares

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924.825

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spouse
C. Daniel
DeLawder

Managing

Agency Account

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Common Â Â $22,633.8 \frac{(1)}{}$ I KSOP (1) Shares

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

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SEC 2270 (9-02)

> 8. P Der Sec (Ins

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. 6. Date Exercis Number of Expiration Date of (Month/Day/Yo Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
PBRSUs	Â	Â	Â	Â	Â	(2)	(2)	Common Shares	1,372.22

Reporting Owners

Relationships Reporting Owner Name / Address Director 10% Owner Officer Other

DELAWDER DAN 50 N. THIRD STREET

ÂX Chairman of the Board

NEWARK, OHÂ 43055

Signatures

/s/ C. Daniel DeLawder by Brady T. Burt, 02/01/2018 **POA**

> **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 593.371 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, 2017 through the remainder of the fiscal year ended December 31, 2017.
- 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, 2018.

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.

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