

PENN NATIONAL GAMING INC
 Form 4
 February 05, 2007

FORM 4

**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).

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 *
CARLINO PETER M

2. Issuer Name and Ticker or Trading Symbol
**PENN NATIONAL GAMING INC
 [PENN]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
825 BERKSHIRE BLVD SUITE 200
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
02/01/2007

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

WYOMISSING, PA 19610

(City) (State) (Zip)

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Price | | | |
| Common Stock | 02/01/2007 | | J | 445,398 D | \$ 0 9,636,675 | I | Held by Trust ⁽¹⁾ |
| Common Stock | 02/01/2007 | | J ⁽²⁾ | 49,793 A | \$ 0 609,494 ⁽³⁾ | D | |

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

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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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| CARLINO PETER M 825 BERKSHIRE BLVD SUITE 200 WYOMISSING, PA 19610 | X | X | Chairman & CEO | |

Signatures

/s/Robert S Ippolito as attorney-in-fact for Peter M. Carlino

02/05/2007

__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) Shares are owned by the Carlino Family Trust, a greater than ten percent owner of the issuer and indirectly owned by Peter M. Carlino, Harold Cramer, Peter D. Carlino, Richard J. Carlino and David E. Carlino, the trustees of the Carlino Family Trust. The Carlino Family Trust distributed 445,398 shares to certain beneficiaries of the trust. Peter M. Carlino is a trustee of the Carlino Family Trust and an officer and director of the issuer and is reporting this transaction on behalf of the Carlino Family Trust

(2) Shares acquired by Peter M. Carlino as a beneficiary under the Carlino Family Trust.

(3) The reporting person is also the indirect beneficial owner of (a)9,636,675 shares, which are owned by The Carlino Family Trust, a greater than 10% owner of the issuer, of which Peter M. Carlino is a Trustee; (b)212,660 shares owned by the Grantor Retained Annuity Trust(GRAT)of Marshia W. Carlino dated 01/19/2005 of which Peter M. Carlino is the Trustee (c)452,997 shares owned by a GRAT of Peter M. Carlino dated 09/23/2005 and 473,755 shares owned by a GRAT of Peter M. Carlino dated 05/19/2006 all of such shares were previously reported as beneficially owned prior to being contributed to the respective GRATs. Peter M. Carlino disclaims beneficial ownership of the shares owned by the Carlino Family Trust and the three GRATs, and this report should not be deemed an admission that Peter M. Carlino is the beneficial owner of such securities for the purpose of section 16 or any other purpose. Mr. Carlino is also the indirect beneficial owner of 53,793 shares owned by his wife.

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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