

PARK NATIONAL CORP /OH/
Form 4
April 04, 2017

FORM 4

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).

**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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(Print or Type Responses)

1. Name and Address of Reporting Person *
Burt Brady T

(Last) (First) (Middle)
50 N. THIRD STREET
(Street)

NEWARK, OH 43055

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
PARK NATIONAL CORP /OH/
[PRK]

3. Date of Earliest Transaction
(Month/Day/Year)
03/31/2017

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Chief Financial Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
Common Shares	03/31/2017 ⁽¹⁾		A	1,029	A 11 1,029	D	
Common Shares	03/31/2017		F	168	D \$ 105.2 861	D	
Common Shares	03/31/2017 ⁽²⁾		J	133.004 (2)	A 2 4,529.297	I	KSOP

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**

SEC 1474
(9-02)

number.

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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Burt Brady T 50 N. THIRD STREET NEWARK, OH 43055	Chief Financial Officer

Signatures

/s/ Brady T. Burt 04/04/2017

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) On March 31, 2017 (the "Certification Date"), the Compensation Committee of the Board of Directors of Park National Corporation ("Park") certified the level of achievement with respect to the performance criteria for the three-fiscal-year performance period applicable to performance-based restricted stock units ("PBRsUs") granted to the reporting person on January 24, 2014. The PBRsUs convert into Park common shares on a one-for-one basis. The PBRsUs earned based on the performance level achieved (which are reported on this line) are also subject to service-based vesting with 50% vesting (resulting in the right to receive 514 common shares) on the Certification Date and the other 50% to vest on the first anniversary of the Certification Date.
- (2) Between January 1 and March 31, 2017, the reporting person acquired 133.004 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.

Note: File three copies of this Form, one of which must be manually signed. If space 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.