

PARK NATIONAL CORP /OH/
 Form 4
 May 07, 2015

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 *
 ONEILL ROBERT E

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. Date of Earliest Transaction (Month/Day/Year)
 11/13/2014

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

50 N. THIRD STREET

(Street)

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

NEWARK, OH 43055

(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)	5. Amount of Securities Beneficially Owned or 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)		
				(A) or (D)	Price				
				Code	V	Amount			
Common Shares	11/13/2014		J ⁽¹⁾	D ₍₁₎	18.3	\$ 0	0	I	Moundvest Investment Club ⁽¹⁾
Common Shares	04/30/2015		G ⁽²⁾	D ₍₂₎	500	\$ 0	500	I	Robert E. O'Neill Managing Agency ⁽²⁾
Common Shares	04/30/2015		J ⁽³⁾	D ₍₃₎	500	\$ 0	0	I	Robert E. O'Neill Managing Agency ⁽³⁾
Common Shares	04/30/2015		G ⁽²⁾	A ₍₂₎	500	\$ 0	500	I	Alexa Robinson-O'Neill

								(spouse) Managing Agency Account (2)		
Common Shares	04/30/2015		J ⁽³⁾	V	500	A ⁽³⁾	\$ 0	4,141.6262	I	Through DRIP ⁽³⁾
Common Shares								2,080	D	
Common Shares								24,748	I	By John J. O'Neill Living Trust ⁽⁴⁾
Common Shares								21,458	I	By John J. O'Neill Investment Trust ⁽⁵⁾

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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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. 6)
				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
ONEILL ROBERT E 50 N. THIRD STREET NEWARK, OH 43055		X		

Signatures

/s/Robert E. O'Neill by Brady T. Burt,
POA

05/07/2015

__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) The reporting person withdrew from participation in Moundvest Investment Club and, as a result, no longer has beneficial ownership of any of the common shares held by this partnership.

This transaction involved a gift of common shares by the reporting person to his spouse, who shares the reporting person's household. The reporting person disclaims beneficial ownership of the common shares held by his spouse as to which common shares the reporting person has no voting or investment power, and this report should not be deemed an admission that the reporting person is the beneficial owner of his spouse's common shares for purposes of Section 16 or for any other purpose.
- (2) This transaction involved a transfer of common shares from the reporting person's managing agency account to the reporting person's account under the Park National Corporation Dividend Reinvestment Plan (the "DRIP").

The reporting person became a successor co-trustee of the John J. O'Neill Living Trust (the "JJO Living Trust") upon the death of his father on November 16, 2014. The reporting person and members of his immediate family are among the beneficiaries of the JJO Living Trust.
- (3) Trust. The reporting person disclaims beneficial ownership of the common shares held by the JJO Living Trust except to the extent of his pecuniary interest therein. The number of common shares reported reflects the number of common shares held by the JJO Living Trust on May 7, 2015.

The reporting person became a successor co-trustee of the John J. O'Neill Investment Trust (the "JJO Investment Trust") upon the death of his father on November 16, 2014. Members of his immediate family are among the beneficiaries of the JJO Investment Trust.
- (4) reporting person disclaims beneficial ownership of the common shares held by the JJO Investment Trust except to the extent of his pecuniary interest therein, if any. The number of common shares reported reflects the number of common shares held by the JJO Investment Trust on May 7, 2015.

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.