#### PENN NATIONAL GAMING INC

Form 4

March 07, 2014

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

**OMB APPROVAL** 

Expires:

January 31, 2005

0.5

Estimated average

response...

burden hours per

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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 may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and A	Address of Reporting F ADAVID A	Symbol	NATIONAL		5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last) 825 BERKS	(First) (M	(Month)	of Earliest Transa Day/Year) 2014	action		X Director Officer (give to below)		Owner or (specify
WYOMISS	(Street)		nendment, Date Conth/Day/Year)	Original		6. Individual or Jo Applicable Line) _X_ Form filed by O Form filed by M Person	ne Reporting Per	rson
(City)	(State)	(Zip) Ta	ble I - Non-Deriv	vative Securit	ties Acqu	ired, Disposed of	, or Beneficiall	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Transaction(A Code (In (Instr. 8)	Securities Acc.) or Disposed astr. 3, 4 and 5  (A) or mount (D)	of (D)	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 Stock	03/05/2014		S 10	),000 D	\$ 12.85	165,000	D	

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	int of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration	·	or		
						Exercisable	Date	Title I	Number		
				G 1 W	(A) (B)				of		
				Code V	(A) $(D)$				Shares		

## **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

HANDLER DAVID A

825 BERKSHIRE BLVD SUITE 200 X

WYOMISSING, PA 19610

## **Signatures**

/s/Robert S Ippolito as attorney-in-fact for David A Handler

03/07/2014

\*\*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).

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. : solid black; border-top-width: 1; border-left-width: 0; border-right-width: 1;

border-bottom-width: 1">Relationships Director 10% Owner Officer OtherMOTENKO PAUL A

16162 BEACH BLVD., SUITE 100

HUNTINGTON BEACH, CA 92647 X Co-Chairman, VP, Secretary

### **Signatures**

Dianne Scott, Attorney-in-fact for Paul A. Motenko

08/11/2005

\*\*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 options vest as follows: (i) 34,000 shares upon grant, (ii) 17,000 shares on December 31, 2007, (iii) 17,000 shares on December 31, 2008 and (iv) 17,000 shares on December 31, 2009.

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