

PARK NATIONAL CORP /OH/
 Form 4
 October 25, 2016

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)
 50 N. THIRD STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 10/24/2016

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

NEWARK, OH 43055
 (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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
				Code V	Amount		
Common Shares	10/24/2016		A	350 ⁽¹⁾	A \$ 95.45	3,280	D
Common Shares						4,120.4003	I Through DRIP ⁽²⁾
Common Shares						500	I Alexa Robinson-O'Neill (spouse) Managing Agency Account
Common Shares						21,458	I By John J. O'Neill Investment Trust

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Reflects the aggregate number of 210.3646 common shares of Park National Corporation (the "Issuer") held in the reporting person's account under the Park National Corporation Dividend Reinvestment Plan (the "DRIP") which were acquired since the most recent reportable transaction date of December 31, 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. The

- (3) reporting person disclaims beneficial ownership of the Park National Corporation 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 December 31, 2015.

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

- (4) Trust. The reporting person disclaims beneficial ownership of the Park National Corporation common shares held by the JJO Living 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 Living Trust on December 31, 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.