

Miller Matthew R
 Form 4/A
 November 01, 2017

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 *
 Miller Matthew R

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)
 03/31/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Chief Accounting Officer

NEWARK, OH 43055
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
 04/04/2017

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)
			Code	V	Amount or Price		
Common Shares	03/31/2017 ⁽¹⁾		A		343.06 <u>(1)</u>	D	
Common Shares	03/31/2017		F		\$ 108.764 105.2	D	
Common Shares	04/04/2017 ⁽²⁾		J		234.296 <u>(2)</u>	D	
Common Shares	04/04/2017 ⁽²⁾		J		234.296 <u>(2)</u>	I	

Matthew R. Miller
 Managing Agency Account

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Common Shares	03/31/2017 ⁽³⁾	J	80.198 <u>(3)</u>	A ⁽³⁾	1,996.3	I	KSOP
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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. P... Deri... Secu... (Inst...
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
PBRsUs	<u>(1) (4)</u>	03/31/2017 ⁽¹⁾⁽⁴⁾		A	343.06 <u>(1) (4)</u>	<u>(1)(4)</u> <u>(1)(4)</u>	Common Shares	343.06

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Miller Matthew R 50 N. THIRD STREET NEWARK, OH 43055	Chief Accounting Officer

Signatures

/s/ Matthew R. Miller by Brady T. Burt, POA	11/01/2017
**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).
- 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
- (1) Park common shares on a one-for-one basis. The PBRsUs earned based on the performance level achieved are also subject to service-based vesting with 50% vesting (resulting in the right to receive the 343.06 common shares shown on the first line in Table I) on the Certification Date and the other 50% to vest on the first anniversary of the Certification Date (shown in Table II as a derivative security).

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- (2) Includes 234.296 common shares previously owned directly by the reporting person which were transferred on April 4, 2017 to the Matthew R. Miller Managing Agency Account.
- (3) Between January 1 and March 31, 2017, the reporting person acquired 80.198 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.
These PBRsUs were earned based on the performance level achieved as described in footnote 1 and are also subject to service-based
- (4) vesting pursuant to which they are to vest on the first anniversary of the Certification Date. Each PBRsU represents the right to receive one Park common share upon satisfaction of the service-based vesting requirement.

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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