

DELAWDER DAN
Form 4
January 03, 2005

FORM 4

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

OMB APPROVAL

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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 *
DELAWDER DAN

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)
12/31/2004

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

50 NORTH 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 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 | (A) or (D) | Price | | | |
| Common Stock | 12/31/2004 | | J | | 2,464 | A | Ⓣ | 51,754 | D | |
| Common Stock | 12/31/2004 | | J | | 1,983 | A | Ⓣ | 41,648 | I | Diane S., spouse |
| Common Stock | 12/31/2004 | | J | | 387.3343 | A | Ⓣ | 8,629.3748 | I | KSOP |
| Common Stock | 12/31/2004 | | P | | 150 | A | \$ 135.5 | 1,798 | I | Matt, son |
| Common Stock | 12/31/2004 | | J | | 141.43 | A | Ⓣ | 440.7945 | I | Matt, DRIP |

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

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(9-02)

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 Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|
| Stock Option | \$ 79.4 ⁽¹⁾ | | | | | 01/22/2001 01/22/2006 | Common Stock | 1,259 ⁽¹⁾ |
| Stock Option | \$ 84.29 ⁽¹⁾ | | | | | 01/01/2002 06/25/2006 | Common Stock | 1,134 ⁽¹⁾ |
| Stock Option | \$ 87.76 ⁽¹⁾ | | | | | 01/01/2003 06/06/2007 | Common Stock | 1,139 ⁽¹⁾ |
| Stock Option | \$ 90.48 ⁽¹⁾ | | | | | 05/01/2000 05/01/2005 | Common Stock | 533 ⁽¹⁾ |
| Stock Option | \$ 93.24 ⁽¹⁾ | | | | | 05/10/2002 05/10/2007 | Common Stock | 47 ⁽¹⁾ |
| Stock Option | \$ 107.62 ⁽¹⁾ | | | | | 02/28/2004 02/28/2009 | Common Stock | 928 ⁽¹⁾ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| DELAWDER DAN 50 NORTH THIRD STREET NEWARK, OH 43055 | X | | President and CEO | |

Signatures

C. Daniel
DeLawder

01/03/2005

__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) A 5% Stock Dividend was distributed on 12/15/04.

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