WASHINGTON MUTUAL INC
Form 4
March 16, 2005

FORM 4

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

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

OMB APPROVAL
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(Print or Type Responses)

1. Name and Address of Reporting Person *
SANDERS ELIZABETH A
(Last) (First) (Middle)
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(Street)
SUTTER CREEK, CA 956859733
(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
WASHINGTON MUTUAL INC ["WM"]

3. Date of Earliest Transaction (Month/Day/Year)
03/15/2005

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
__X__ Director _____ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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	(A) or (D)	Price			

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

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SEC 1474 (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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Pr Deri Secu

(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)		Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)						(Inst
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock (1)	$ 0 (2)	03/15/2005		A		211.35		(3)	(3)	Common	211.35	$ 4

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SANDERS ELIZABETH A 12835 SUTTER CREEK ROAD SUTTER CREEK, CA 956859733	X			

Signatures

By: /s/ Sophie Hager Hume, Attorney-in-Fact	03/16/2005
**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)** Phantom stock shares acquired under the Washington Mutual, Inc. Deferred Compensation Plan for Directors and Certain Highly Compensated Employees (DCP) through deferral of retainer.
- **(2)** Converts to common stock on a one-for-one basis.
- **(3)** Phantom stock distributed upon payment commencement date selected by reporting person.
- **(4)** Securities beneficially owned include quarterly dividends in the DCP.

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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. e:11pt;">The primary purpose of the Nominating Committee is to identify qualified candidates for election, nomination or appointment to the Board of Directors and to recommend to the full Board a slate of director nominees for each annual meeting of the shareholders of Park or as vacancies occur between annual meetings of the shareholders. In addition, the Nominating Committee provides oversight on matters surrounding the composition and operation of the Board of Directors, including the evaluation of Board performance and processes, and makes recommendations to the full Board in the areas of Board committee selection, including Board committee chairpersons and committee rotation practices. At least once every two years, the Nominating Committee is to review the operations and effectiveness of the full Board of Directors including the size of the Board and the collective Board performance as well as the performance of each Board committee. At least once every two years, the Nominating Committee also reviews Park's Code of Business Conduct and Ethics and recommends changes to the full Board of Directors as necessary. The Nominating Committee also carries out any other responsibilities delegated to the Nominating Committee by the full Board of Directors.
The Nominating Committee met three times during the 2013 fiscal year.

Risk Committee

The Board of Directors has a Risk Committee which is currently comprised of Leon Zazworsky (Chair), Donna M. Alvarado and Rick R. Taylor. Messrs. Zazworsky and Taylor also served as members of the Risk Committee during the entire 2013 fiscal year. Ms. Alvarado was appointed to the Risk Committee effective April 22, 2013 upon her initial election as a member of Park’s Board of Directors. Sarah Reese Wallace also served on the Risk Committee from January 1, 2013 until her July 29, 2013 resignation from Park’s Board of Directors.

The Risk Committee is organized and conducts its business pursuant to a written charter adopted by the Board of Directors (the “Risk Committee Charter”). A copy of the Risk Committee Charter is posted on the “Governance Documents” section of the “Investor Relations” page of Park’s Internet Web site at www.parknationalcorp.com. At least annually, the Risk Committee reviews and reassesses the adequacy of the Risk Committee Charter and recommends changes to the full Board of Directors as necessary.

The Risk Committee assists the Board of Directors in monitoring management’s implementation and enforcement of Park’s risk management framework. The Risk Committee’s primary duty and responsibility is to ensure that Park has in place an appropriate enterprise-wide process to identify, assess, monitor and control Park’s credit, market, liquidity, operational, legal and reputational risks (specifically excluding audit, financial reporting, compliance and litigation risks which are the primary responsibilities of the Audit Committee). The Risk Committee reviews and assesses the Park Risk Management Policy annually and recommends changes to the full Board of Directors as necessary. The Risk Committee reviews and approves Park’s risk management framework, monitors the level and trend of key risks, and monitors management’s compliance with risk tolerances established by the Board of Directors and Park’s policies. Park’s chief risk officer meets with the Risk Committee at least quarterly, including in executive session, and provides reports to the Risk Committee regarding Park’s risk assessment and risk profile.

The Risk Committee met six times during the 2013 fiscal year.

COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION

The Compensation Committee of Park's Board of Directors is currently comprised of F. William Englefield IV (Chair), Stephen J. Kambeitz, Timothy S. McLain and Leon Zazworsky. Messrs. Englefield, McLain and Zazworsky also served as members of the Compensation Committee during the entire 2013 fiscal year. Mr. Kambeitz was appointed to the Compensation Committee effective April 22, 2013. All of the current members of the Compensation Committee are independent directors for purposes of the applicable NYSE MKT Rules and none of them is a present or past employee or officer of Park or any of our subsidiaries. During the 2013 fiscal year, none of Park's executive officers served on the board of directors or compensation committee (or other committee serving an equivalent function) of any other entity, one of whose executive officers served on Park's Board of Directors or Compensation Committee.

Each of Messrs. Englefield, Kambeitz, McLain and Zazworsky as well as firms, corporations or other entities with which they are affiliated were customers of and had banking transactions (including loans and loan commitments) with Park National Bank, in the ordinary course of their respective businesses and in compliance with applicable federal and state laws and regulations. The loans to these persons were made on substantially the same terms, including the interest rate charged and collateral required, as those prevailing at the time for comparable transactions with persons not affiliated with Park or one of our subsidiaries. In addition, the loans to these persons have been, and are presently, subject to no more than a normal risk of uncollectibility and present no other unfavorable features.

On December 23, 2009, Leon Zazworsky purchased a 2009 Note in the principal amount of $1,000,000, at a purchase price of 100% of the principal amount thereof. The 2009 Note matures on December 23, 2019. Interest on the 2009 Note is payable quarterly, at a fixed rate of 10% per annum. During the period from January 1, 2013 through March 10, 2014, Mr. Zazworsky was paid interest in the aggregate amount of $100,000 ($100,000 during the 2013 fiscal year).

On April 20, 2012, Stephen J. Kambeitz purchased a 2012 Note in the principal amount of $250,000 and Leon Zazworsky purchased a 2012 Note in the principal amount of $1,000,000. Each 2012 Note was purchased at a purchase price of 100% of the principal amount thereof. The 2012 Notes mature on April 20, 2022. Interest on the 2012 Notes is payable quarterly, at a fixed rate of 7% per annum. During the period from January 1, 2013 through March 10, 2014, Mr. Kambeitz was paid interest in the aggregate amount of $17,500 ($17,500 during the 2013 fiscal year) and Mr. Zazworsky was paid interest in the aggregate amount of $70,000 ($70,000 during the 2013 fiscal year).

EXECUTIVE OFFICERS

The following are the executive officers of Park, all of whom are elected annually and serve at the pleasure of the Board of Directors of Park. This table lists each executive officer's age as of the date of this proxy statement as well as the positions presently held by each executive officer with Park and our principal subsidiaries and his individual business experience.

Name	Age	Positions Held with Park and Our Principal Subsidiaries and Principal Occupation
C. Daniel DeLawder	64	Chairman of the Board since January 2005, a member of the Board of Directors since April 1994, Chief Executive Officer from January 1999 to December 2013, and President from 1994 to December 2004, of Park; Chairman of the Board since January 2005, a member of the Board of Directors since 1992, Chief Executive Officer from January 1999 to December 2013, President from 1993 to December

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Name	Age	Positions Held with Park and Our Principal Subsidiaries and Principal Occupation
		Chairman of the Board since January 2005, a member of the Board of Directors since April 1994, Chief Executive Officer from January 1999 to December 2013, and President from 1994 to December 2004, of Park; Chairman of the Board since January 2005, a member of the Board of Directors since 1992, Chief Executive Officer from January 1999 to December 2013, President from 1993 to December 2004 and Executive Vice President from 1992 to 1993, of Park National Bank; a member of the Board of Directors from 1985 to March 2006, Chairman of the Board of Directors from 1989 to 2003, and President from 1985 to 1992, of the Fairfield National Division; a member of the Board of Directors of the Richland Bank Division from 1997 to January 2006; a member of the Board of Directors of the Second National Bank Division from 2000 to March 2006; a member of the Board of Directors of Vision Bank from March 2007 to February 2012; a director of the Federal Reserve Bank of Cleveland from 2007 to 2012; a member of the Board of Trustees of Ohio University, Athens, Ohio, from 2000 to 2009 (for the last two years, also served as Chairman of the Board of Trustees). Mr. DeLawder also serves as the Chair of the Executive Committee and as a member of the Investment Committee of Park's Board of Directors.
David L. Trautman	52	Chief Executive Officer since January 2014, President since January 2005, a member of the Board of Directors since January 2005 and Secretary from July 2002 to December 2013, of Park; President since January 2005 and a member of the Board of Directors since 2002 of Park National Bank; Chairman of the Board from March 2001 to March 2006, a member of the Board of Directors from May 1997 to March 2006, and President and Chief Executive Officer from May 1997 to February 2002, of the First-Knox National Bank Division; Executive Vice President from February 2002 to December 2004 and Vice President from July 1993 to June 1997 of Park National Bank; a member of the Board of Directors of the United Bank Division from 2000 to March 2006. Mr. Trautman also serves as Vice Chair of the Executive Committee and as Chair of the Investment Committee of Park's Board of Directors.
Brady T. Burt	41	Secretary since January 2014, Treasurer since April 2013, Chief Financial Officer since December 19, 2012 and Chief Accounting Officer from April 2007 to December 19, 2012, of Park; Senior Vice President and Chief Financial Officer since December 19, 2012 and Vice President and Chief Accounting Officer from April 2007 to December 19, 2012, of Park National Bank; Executive Vice President and Chief Financial Officer of Vail Banks, Inc. (the parent company for West Star Bank of Vail, Colorado) from June 2005 until November 2006. Vail Banks, Inc. was sold to U.S. Bancorp in September 2006.

ADVISORY VOTE ON NAMED EXECUTIVE OFFICER COMPENSATION
(Proposal 2)

The Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (the “Dodd-Frank Act”) and corresponding SEC rules enable Park’s shareholders to vote to approve, on an advisory and non-binding basis, the compensation of Park’s named executive officers as disclosed in this proxy statement in accordance with SEC rules. Accordingly, the following resolution will be submitted for shareholder approval at the Annual Meeting:
“RESOLVED, that the shareholders of Park National Corporation (“Park”) approve, on an advisory basis, the compensation of Park’s named executive officers as disclosed in Park’s proxy statement for its 2014 Annual Meeting of Shareholders pursuant to Item 402 of SEC Regulation S-K, including in the “Compensation Discussion and Analysis”, the “Summary Compensation Table for 2013”, and the related executive compensation tables, notes and narratives.”
The Board of Directors believes that Park’s compensation policies and procedures, which are reviewed and approved by the Compensation Committee, are effective in aligning the compensation of Park’s named executive officers with Park’s short-term goals and long-term success and that such compensation and incentives are designed to attract, retain and motivate Park’s key executives who are directly responsible for Park’s continued success. The Board of Directors believes that Park’s compensation policies and practices do not threaten the value of Park or the investments of Park’s shareholders or create incentives to engage in behaviors or business activities that are reasonably likely to have a material adverse impact on Park. The Board of Directors further believes that Park’s culture focuses executives on sound risk management and appropriately rewards executives for performance. The Board of Directors further believe that Park’s compensation policies and procedures are reasonable in comparison both to Park’s peer financial services holding companies and to Park’s performance during the 2013 fiscal year.
Similar “Say on Pay” proposals were approved by a significant majority of the common shares voted at Park’s 2013 Annual Meeting as well as at each of Park’s 2012 Annual Meeting of Shareholders, 2011 Annual Meeting of Shareholders, 2010 Annual Meeting of Shareholders and 2009 Annual Meeting of Shareholders, when the “Say on Pay” proposals were required to be submitted to Park’s shareholders in connection with Park’s participation in the U.S. Treasury’s TARP Capital Purchase Program. Park exited the TARP Capital Purchase Program on April 25, 2012.
Shareholders are encouraged to carefully review the information provided in this proxy statement regarding the compensation of Park’s named executive officers in the section captioned “EXECUTIVE COMPENSATION - Compensation Discussion and Analysis” beginning on page 38 of this proxy statement.
Because your vote is advisory, the outcome of the vote will not: (i) be binding upon Park’s Board of Directors or the Compensation Committee with respect to future executive compensation decisions, including those relating to Park’s named executive officers, or otherwise; (ii) overrule any decision made by Park’s Board of Directors or the Compensation Committee; or (iii) create or imply any additional fiduciary duty by Park’s Board of Directors or the Compensation Committee. However, the Compensation Committee expects to take into account the outcome of the advisory vote when considering future executive compensation arrangements.

Recommendation and Vote Required

YOUR BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT THE SHAREHOLDERS OF PARK VOTE "FOR" THE APPROVAL OF THE NON-BINDING ADVISORY RESOLUTION TO APPROVE THE COMPENSATION OF PARK'S NAMED EXECUTIVE OFFICERS.

The affirmative vote of a majority of the common shares represented at the Annual Meeting, in person or by proxy, and entitled to vote on the proposal is required to approve the non-binding advisory resolution to approve the compensation paid to Park's named executive officers as disclosed in this proxy statement. The effect of an abstention is the same as a vote "AGAINST" the proposal. Broker non-votes will not be counted in determining whether the proposal has been approved.

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

Executive Summary

Park's executive compensation program is managed by the Compensation Committee with input from management and outside advisors as appropriate. The Compensation Committee oversees Park's executive compensation plans and policies, administers Park's equity-based compensation plans and annually reviews the compensation of Park's executive officers. In particular, the Compensation Committee determines the compensation of Park's named executive officers ("NEOs"), consisting of the following individuals for 2013:

- C. Daniel DeLawder, Chairman of the Board and Chief Executive Officer (the "Chairman/CEO")
- David L. Trautman, President
- Brady T. Burt, Chief Financial Officer (the "CFO")

Overall, the Compensation Committee believes the NEOs have been paid conservatively. Their total cash compensation (base salary and annual incentive compensation) has been between the 25th and 50th percentiles of total cash compensation paid to executive officers with similar duties by Park's peer financial services holding companies in the Midwest Regional Peer Group, which is described on page 42 (the "Midwest Regional Peer Group"). Furthermore, total direct compensation (which includes the value of long-term equity-based awards as well as base salaries and annual incentive compensation) for Park's NEOs was positioned between the Midwest Regional Peer Group's 10th and 25th percentiles or well below medians. In comparison, Park's annual financial performance has historically been superior to that of the median of Park's peer financial services holding companies, including the Midwest Regional Peer Group and the \$3 billion to \$10 billion Peer Group described below, which was also the case again in 2013.

In addition, when considering the effectiveness of Park's compensation program for NEOs in 2013, shareholders should consider that:

- By most measures, Park's performance in 2013 continued to exceed the median results of all other financial services holding companies in the United States with assets of \$3 billion to \$10 billion. As of December 31, 2013, there were 128 financial services holding companies in this peer group (the "\$3 billion to \$10 billion Peer Group"), a list of which is included as Appendix A to this proxy statement.

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- Base salaries for the Chairman/CEO and the President were not changed for 2013 and have not changed in the past three fiscal years. The Compensation Committee decided to leave base salaries unchanged for 2013 for the Chairman/CEO and the President as the Compensation Committee evaluated the structure of Park's executive compensation program and anticipated Mr. Trautman's succession to Mr. DeLawder as CEO. The base salary for Mr. Burt was well below that of other CFOs at financial services holding companies in the Midwest Regional Peer Group and was increased to reduce this difference and reflect his promotion into the CFO role in late 2012.
- Annual incentive compensation awards paid in 2013 (which had been earned in respect of 2012 performance) continued to be relatively modest, amounting to approximately 20% of 2013 base salary for the Chairman/CEO, the President and the CFO.
- While shareholders approved the Park National Corporation 2013 Long-Term Incentive Plan (the "2013 LTIP") at Park's 2013 Annual Meeting, no awards were granted under the 2013 LTIP during 2013.
- NEOs receive the same fringe benefits as other employees, except that Park maintains a supplemental executive retirement plan ("SERP") and entered into an individual SERP agreement with each of Messrs. DeLawder and Trautman. The individual SERP agreements make up for regulatory limits that apply to Park's Defined Benefit Pension Plan (the "Park Pension Plan") and the Park KSOP, and are intended to provide total retirement benefits (in terms of income replacement) for those NEOs that are similar to those available to other employees in the Park organization with similar years of service. As a result, Park's NEOs do not receive benefits that are greater than those they would have otherwise received under Park's retirement plans if the regulatory limits had not been in place.
- Park provides a modest annual car allowance of $8,940 to the Chairman/CEO and the President, which serves a legitimate business need.
- Park does not offer employment contracts, change-in-control agreements or termination benefits to NEOs, in contrast to practices which are fairly common among other financial services holding companies of Park's size.

The discussion that follows summarizes the foregoing factors and examines (a) Park's compensation philosophy and objectives, (b) the process used to set executive compensation for 2013, (c) the factors influencing compensation in 2013, (d) the elements of compensation awarded and (e) other policies affecting Park's executive compensation program.

Compensation Philosophy and Objectives

Park's success depends largely on the contributions of motivated, focused and energized executives at each of Park's subsidiaries (and their divisions), all working to achieve Park's strategic objectives. The Compensation Committee and Park's senior leadership develop compensation programs for executives within the Park organization intended to provide a total compensation package that:

- Attracts, rewards and retains NEOs and other highly-qualified associates.
- Motivates NEOs as well as other associates to achieve Park's annual, long-term and strategic goals.

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- Rewards individual effort and performance with the primary objective of improving return on average common equity (“ROACE”) and aligning pay levels of the NEOs relative to their peers serving with financial services holding companies in the Midwest Regional Peer Group taking into consideration Park’s results as compared to results for financial services holding companies in both the Midwest Regional Peer Group and the $3 billion to $10 billion Peer Group.

- Encourages ownership of Park common shares by the NEOs and other executives within the Park organization to foster an ownership culture.

Process Used to Set Compensation for 2013

The following three groups worked together to establish Park’s compensation program for 2013:

- Compensation Committee
- Senior Leadership
- Outside Advisors

Role of Compensation Committee

The Compensation Committee is responsible for overseeing Park’s current executive compensation programs and approving any modifications to these programs, subject to any required approval by Park’s shareholders. The Compensation Committee may request information from senior leadership within the Park organization regarding Park’s performance, compensation practices and programs to assist the Compensation Committee in its deliberations. The Compensation Committee retains the right to hire outside advisors as needed to assist the Compensation Committee in reviewing and revising Park’s compensation programs. In addition, these outside advisors may provide information regarding competitive compensation levels, practices and policies in light of current trends.

The Compensation Committee annually assesses the performance of Park and the Chairman/CEO’s level of achievement of annual performance goals, many of which are subjective in nature. Based on this evaluation, the Compensation Committee determines the Chairman/CEO’s compensation for the year. The Compensation Committee also reviews the Chairman/CEO’s compensation recommendations for both the President and the CFO, seeks appropriate input from Park’s outside advisors and other members of senior leadership within the Park organization and approves final compensation levels. Finally, the Compensation Committee provides guidance to the Chairman/CEO and the President regarding the compensation of other executives of Park’s subsidiaries.

Role of Senior Leadership

Members of senior leadership within the Park organization serve in an advisory or support capacity to the Compensation Committee. Typically, the Chairman/CEO and the President of Park as well as the Senior Vice President of Human Resources and Marketing of Park National Bank participate in meetings of the Compensation Committee. The CFO of Park may participate as necessary or at the Compensation Committee’s request. These individuals provide the Compensation Committee with information regarding Park’s performance and the performance of key executives of Park’s subsidiaries who participate in Park’s various compensation programs, such as historical compensation and benefit levels, plan costs, context for how compensation programs have changed over time and input regarding particular management issues that need to be addressed. Senior leadership normally furnishes similar information to the Compensation Committee’s outside advisors.

Senior leadership provides input regarding the compensation recommendations made by outside advisors or the Compensation Committee. Senior leadership may also present alternatives to these compensation recommendations for the Compensation Committee's consideration; however, the Compensation Committee is the ultimate decision-making body. Senior leadership implements, communicates and administers the programs approved by the Compensation Committee and reports any questions, concerns or issues.

The Chairman/CEO has annually evaluated the performance of the President and the CFO, include their respective levels of achievement of annual performance goals, many of which are subjective in nature. Based on this evaluation, the Chairman/CEO has recommended the compensation for both the President and the CFO for consideration, input and approval by the Compensation Committee. The Compensation Committee authorizes the Chairman/CEO and the President to establish the compensation for the Senior Vice Presidents (other than the CFO) of Park's subsidiary bank Park National Bank and the Division Presidents of Park National Bank's divisions. Members of senior leadership present at Compensation Committee meetings excuse themselves from discussions regarding their individual compensation.

Role of Outside Advisors

The Compensation Committee periodically has engaged and relied on input from outside advisors as the Compensation Committee manages Park's compensation programs. In 2013, the Compensation Committee retained Pay Governance to serve in this role. Pay Governance's lead consultant reports directly to the Chair of the Compensation Committee, who approves Pay Governance's work. Pay Governance's lead consultant also interacts with senior leadership within the Park organization as needed to complete the work requested by the Compensation Committee. Pay Governance provides no services to Park or any of Park's subsidiaries other than those provided to the Compensation Committee, supplementing the Compensation Committee's governance of the executive compensation program. At its December 12, 2013 meeting, the Compensation Committee conducted an assessment to evaluate whether the work performed and to be performed by Pay Governance raises a conflict of interest or compromises the independence of Pay Governance. Based upon this assessment, the Compensation Committee determined that no conflicts of interest exist and Pay Governance qualifies as independent for purposes of the applicable NYSE MKT Rules and SEC rules. The Compensation Committee has also determined that since December 12, 2013, there have been no changes in circumstances through the date of this proxy statement which would require the Compensation Committee to change its determinations.

In 2013, Pay Governance's work focused on assisting Park in the development of selected disclosure in the proxy statement for the 2013 Annual Meeting regarding executive compensation and providing advice as requested by the Compensation Committee and senior leadership. Toward the end of 2013, Pay Governance conducted a review of the competitiveness of Park's executive compensation pay levels relative to other financial services holding companies in the Midwest Regional Peer Group. In addition, Pay Governance provided information regarding how other financial services holding companies determine the compensation of an internally promoted CEO as well as that of an executive Chairman. As part of this work, Pay Governance participated in one of the Compensation Committee's meetings in 2013.

Periodically, the Compensation Committee asks Pay Governance to review Park's Midwest Regional Peer Group and analyze Park's compensation and ROACE results relative to the members of that peer group to establish reasonable and rational compensation levels. The Midwest Regional Peer Group currently consists of the following regional financial services holding companies, all with assets between $4.3 billion and $16.1 billion. The median assets of the members of the Midwest Regional Peer Group generally reflect Park's size.

Midwest Regional Peer Group

1st Source Corporation	NBT Bancorp Inc.
Chemical Financial Corporation	Old National Bancorp
Community Bank System, Inc.	Pinnacle Financial Partners, Inc.
First Commonwealth Financial Corporation	PrivateBancorp, Inc.
First Financial Bancorp.	S&T Bancorp, Inc.
First Merchants Corporation	Taylor Capital Group, Inc.
First Midwest Bancorp, Inc.	TFS Financial Corporation
F.N.B. Corporation	UMB Financial Corporation
MB Financial, Inc.	United Bankshares, Inc.
National Penn Bancshares, Inc.	WesBanco, Inc.

In addition to Pay Governance, the Compensation Committee relies on legal advice from Park's outside counsel, Vorys, Sater, Seymour and Pease LLP, whose attorneys participate in meetings of the Compensation Committee as requested. In connection with obtaining such legal advice, the Compensation Committee has taken into consideration those factors outlined in both SEC Rule 10C-1(b)(4) and Section 805(c)(4) of the NYSE MKT Company Guide.

Park believes its approach to determining the compensation of its NEOs and the key employees of Park's subsidiaries is consistent with the practices for other financial services holding companies of Park's size, reflects best practices regarding the governance of executive compensation programs and supports the compensation program's objectives of delivering reasonable and appropriate compensation aligned with shareholders' interests.

Factors Influencing Compensation in 2013

The following factors influenced Park's compensation program for 2013:

- The shareholders' advisory vote at the 2013 Annual Meeting regarding management's proposal for approval of the compensation of Park's NEOs.
- Park's continued strong financial performance in 2013.
- Park's performance in comparison to both the $3 billion to $10 billion Peer Group and the Midwest Regional Peer Group.
- Pay practices at the Midwest Regional Peer Group.

2013 Shareholders' Advisory Vote on Executive Compensation

At the 2013 Annual Meeting, Park's shareholders approved Park's executive compensation, with the holders of 9,666,933 common shares, or approximately 75.3% of the common shares represented at that Annual Meeting (including common shares representing broker non-votes) and approximately 62.7% of the then outstanding common shares, voting for such approval. Excluding the 2,832,209 common shares represented by broker non-votes, 96.6% of the 10,005,602 total votes cast in respect of the non-binding advisory vote on executive compensation, voted "FOR" approval. Park and the Compensation Committee viewed the results of this advisory vote as an indication that shareholders generally support Park's executive compensation program. While important, the vote was only one of several factors influencing Park's executive compensation decisions and policies for 2013.

Park's Performance in 2013

From an historical perspective, Park's results for 2013 reflected that it continued to perform well in a challenging operating environment for its Ohio-based operations.

- Park's reported net income for 2013 was $77.2 million, a 2% decline from $78.6 million for 2012, which had included a $22.2 million ($14.4 million after-tax) gain from the sale of the Vision Bank business.
- Net income grew by 20.3% when the gain from the sale of the Vision Bank business is excluded from reported results for 2012.
- Return on average assets ("ROAA") increased slightly to 1.15% for 2013 from 1.11% for 2012.
- ROACE was 11.96% for 2013 versus 11.41% for 2012.
- Nonperforming assets in 2013 decreased by 15.1% from 2012.
- Park sustained the level of dividends paid on outstanding common shares during the previous five years while many financial services holding companies had curtailed or eliminated dividends.

Moreover, Park's results continued to significantly exceed the median results of the Midwest Regional Peer Group and the $3 billion to $10 billion Peer Group as illustrated in the following table.

	December 31, 2013			December 31, 2012		
	Park	Midwest Regional Peer Median	$3B to $10B Peer Median	Park	Midwest Regional Peer Median	$3B to $10B Peer Median
ROAA	1.15%	0.98%	1.00%	1.11%	0.97%	1.06%
ROACE	11.96%	8.48%	8.97%	11.41%	8.35%	9.17%
Net Interest Margin	3.61%	3.62%	3.51%	3.83%	3.71%	3.64%
Other Fee Income/Assets	1.10%	1.15%	1.10%	1.37%	1.25%	1.43%
Other Expenses/Assets*	2.84%	2.87%	2.94%	2.78%	2.97%	3.21%
Efficiency Ratio*	63.78%	62.09%	66.83%	57.07%	62.22%	66.70%

*Lower is better

Overall, Park's performance in 2013 supported pay levels for NEOs which are at least on par with the median levels paid to similarly-situated executive officers at other financial services holding companies in each of the Midwest Regional Peer Group and the $3 billion to $10 billion peer group and possibly supports pay levels that are above those median levels.

Elements of Compensation for 2013

Park's compensation program for 2013 relied on the following elements:

- Base salary, which rewards an executive's skills, competencies, experience and individual performance. Base salary can vary based on the achievement of individual goals, the executive's duties and Park's overall performance. Park's performance is particularly relevant because it influences Park's ability to pay or increase base salaries.

- Annual incentive compensation for Messrs. DeLawder, Trautman and Burt as well as other employees, which is discretionary in nature but takes into consideration not only Park's ROACE relative to other financial services holding companies in the $3 billion to $10 billion Peer Group and the Midwest Regional Peer Group but also the Compensation Committee's and the Park senior leadership's subjective evaluation of each individual's performance.

- Other benefits which address basic life and income security needs as well as recognize an individual's contributions to Park and our subsidiaries over such individual's career. For NEOs, these benefits are comparable with those received by other employees, except for participation in the SERP and the receipt of an annual car allowance by the Chairman/CEO and the President.

Approximately 80% of the NEOs' total direct compensation (the total of base salary and annual incentive compensation awards received and the estimated value of long-term equity-based awards granted, if any) in 2013 was delivered in the form of base salary as compared to 100% in 2012 and 2011 (except for the CFO, which was approximately 80% in each year). None of the NEOs received equity-based awards in any of these three years.

Base Salary

Base salary is the annual part of an executive officer's compensation. Park pays base salary to its executive officers to recognize the skills, competencies, experience and individual performance each such executive officer brings to his role. As a result, annual changes in base salary result primarily from changes in the executive officer's responsibilities, an assessment of his annual performance and Park's financial ability to pay base salaries and provide increases to the executive officer.

In determining base salaries for the NEOs for 2013, the Compensation Committee and the Park senior leadership considered the following factors:

- Base salary levels of similarly-situated executive officers at financial services holding companies of similar size and the base salary increases of executive officers of those other financial services holding companies in general and the financial services holding companies in the Midwest Regional Peer Group in particular.
- The merit increase budget for Park's other executives and associates.
- The Compensation Committee's evaluation of the performance of the Chairman/CEO and the evaluation by the Chairman/CEO of the performance of the other NEOs.
- Park's ROACE in 2012, which continued to represent one of the highest levels among the financial services holding companies in the Midwest Regional Peer Group.

Based on these factors, the Compensation Committee agreed to maintain the base salaries for the Chairman/CEO and the President at the same levels as they had been since 2010. As of December 31, 2013, the base salaries for the Chairman/CEO and the President were in the range between the 50^{th} and 75^{th} percentiles of similarly-situated executive officers of financial services holding companies in the Midwest Regional Peer Group, reflecting Park's participation in TARP when it could offer no other forms of compensation, the Compensation Committee's evaluation of Park's executive compensation structure and Mr. Trautman's pending succession to the role of CEO. The base salary for the CFO was increased to reflect his promotion and close the difference between his base salary and the median base salary of the CFOs of financial services holding companies in the Midwest Regional Peer Group. As of December 31,

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2013, the CFO's salary approximated the 25th percentile of CFOs serving with financial services holding companies in the Midwest Regional Peer Group.

Annual Incentive Compensation

Annual incentive compensation is an element of pay that is "at risk" and subject to achieving relative performance results with respect to measures such as ROACE. Historically, Park has paid annual incentive compensation awards to motivate and reward achievement of annual financial objectives and individual goals. As a result, annual incentive compensation awards increase executives' focus on specific short-term corporate financial goals. The Compensation Committee made discretionary incentive compensation awards taking into account Park's comparative performance in 2013 (which were paid in 2014) of $275,000 to Mr. DeLawder, $200,000 to Mr. Trautman and $100,000 to Mr. Burt based on the following factors:

- Park's ROACE for the twelve months ended September 30, 2013 relative to the levels of ROACE for the financial services holding companies in the Midwest Regional Peer Group and the $3 billion to $10 billion Peer Group for the same period.
- Park's overall performance for the 2013 fiscal year as measured by Park's ROACE and net income for the twelve months ended December 31, 2013.
- Compensation levels of the NEOs relative to those of similarly-situated executive officers at the financial services holding companies in the Midwest Regional Peer Group.
- The Board of Directors' evaluation of the performance of the Chairman/CEO and the evaluation by the Chairman/CEO of the performance of the other NEOs.

Total Direct Compensation

Total direct compensation levels (base salary and annual incentive compensation paid and long-term equity-based awards granted, if any) for 2013 for the Chairman/CEO, the President and the CFO continued to rank below the median for similarly-situated executive officers at financial services holding companies in the Midwest Regional Peer Group. In comparison, Park's ROACE for 2013 remained significantly better than the median of both the Midwest Regional Peer Group and the $3 billion to $10 billion Peer Group. For these reasons, the Compensation Committee believes the NEOs were conservatively paid. The table below provides total direct compensation actually received by each NEO during each of 2013, 2012 and 2011. Because the amounts in the table reflect what was received during each year rather than what was earned with respect to each year, the numbers reported in the table below in respect of "Annual Incentive Compensation" for each year differ from those reported for each year in the "Bonus" column of the "Summary Compensation Table for 2013" beginning on page 53.

		Base Salary	Annual Incentive Compensation	Total Cash	Long-Term Equity-Based Awards	Total Direct Compensation
C. Daniel DeLawder	2013	$773,525	$151,475	$925,000	$0	$925,000
	2012	$773,525	$0	$773,525	$0	$773,525
	2011	$773,525	$0	$773,525	$0	$773,525
David L. Trautman	2013	$563,250	$136,750	$700,000	$0	$700,000
	2012	$563,250	$0	$563,250	$0	$563,250
	2011	$563,250	$0	$563,250	$0	$563,250
Brady T. Burt	2013	$275,000	$50,000	$325,000	$0	$325,000
	2012	$205,000	$37,500	$242,500	$0	$242,500
	2011	$160,000	$37,500	$197,500	$0	$197,500

Other Benefits

Park provides the NEOs with medical, dental, long-term disability and life insurance benefits under the same programs used to provide these benefits to all other employees of Park's subsidiaries. NEO benefits are not tied to individual or corporate performance, which is the same approach used for other employees. Moreover, changes to the benefits provided to the NEOs reflect changes to the benefits provided to other employees.

The NEOs are also eligible to participate in several retirement programs. These programs recognize contributions made by individuals over their respective careers and benefits normally are paid at retirement. As a result, they can serve as a tool in retaining NEOs and other employees.

- The NEOs may participate in the Park Pension Plan on the same terms and conditions as other employees. The Park Pension Plan provides all participants, including the NEOs, a benefit based on the same formula of years of service and compensation. The Park Pension Plan is discussed under the caption "Post-Employment Payments and Benefits - Pension and Supplemental Benefits - Park Pension Plan" beginning on page 58.
- The NEOs and other employees are eligible to participate in the Park KSOP. Under the Park KSOP, eligible employees can defer a portion of their cash compensation (base salary and bonus/annual incentive compensation) and receive matching contributions by Park. Park's matching contributions in 2013 were 25% on the first 12% of cash compensation contributed by an employee, up to the annual limits imposed under the Internal Revenue Code and U.S. Treasury regulations, in order to balance the cost of the Park KSOP with a desire to encourage employees to save for retirement. While Park's contributions are made in the form of Park common shares to help build stock ownership, participants have the ability to diversify their accounts into other investments, including mutual funds and a "bank savings account" held at Park National Bank.
- The NEOs, with the exception of Mr. Burt, have the opportunity to receive benefits under the SERP, which is a nonqualified deferred compensation plan that permits the NEOs to accumulate retirement income in excess of the limitations imposed through the Park Pension Plan and the Park KSOP. The SERP allows the participating NEOs to accrue retirement benefits as a percent of compensation comparable to those of other employees which is not possible under the Park Pension Plan and the Park KSOP solely because the participating NEOs receive relatively higher compensation.

SERP benefits are forfeited if a participant terminates employment with Park prior to age 62. As a result of the forfeiture provision, the SERP helps enhance the retention and recruitment of highly-qualified executives.

In addition, the SERP provides several important protections to Park. A participant must repay any SERP benefits received and forfeit any right to future SERP benefits if, following the participant's termination, Park determines that "cause" existed to terminate the participant prior to receipt of such benefits. A participant also forfeits any SERP benefits if, within twelve months of the participant's separation from service, the participant violates the noncompetition and non-solicitation provisions of the SERP.

- Park maintains split-dollar life insurance policies on behalf of each of the NEOs under which Park will receive proceeds in an amount equal to the premiums paid up to the date of death of the NEO plus earnings accrued in respect of the policy since the inception of the policy. Each NEO has the right to designate a beneficiary to whom the NEO's share of the proceeds under the policy (approximately two times the NEO's highest annual total compensation during the NEO's employment with Park) is to be paid. The split-dollar life insurance policies for the Chairman/CEO and the President remain in effect following each individual's retirement as long as he is fully vested in the Park Pension Plan, has reached age 62, has not been employed by another financial services firm and was not terminated for cause. Mr. Burt's split-dollar life insurance policy is subject to the same vesting conditions as apply to the policies for the Chairman/CEO and the President and remains in effect until he reaches the age of 70, at which time it expires. If their share of the proceeds under their respective split-dollar life insurance policies were computed as of December 31, 2013, Messrs. DeLawder, Trautman and Burt's share (or death benefit) would have been $1,911,980, $1,270,880 and $579,385, respectively.
- Historically, Park has provided the NEOs with few perquisites in comparison to other financial services holding companies of similar size. Currently, Park only provides the Chairman/CEO and the President with a modest car allowance of $745 per month or $8,940 annually, which has not changed since 2008. Executives are not provided a tax gross-up for any imputed personal income associated with this benefit.
- Park has not historically entered into employment or change-in-control agreements with executive officers as part of its compensation program.

Other Compensation Policies

Accounting: Park is subject to the general prohibition under Section 162(m) of the Internal Revenue Code on taking a federal income tax deduction for consideration paid in excess of $1,000,000 in any taxable year to Park's executive officers (other than the CFO). Section 162(m) exempts qualified performance-based compensation, among other things, from this deductibility limitation. The Compensation Committee intends to tailor long-term equity-based awards granted under the 2013 LTIP so such awards will qualify as qualified performance-based compensation under Section 162(m). Park does not have a policy that requires all compensation paid to its NEOs in a fiscal year, including 2013, to be tax deductible. While the Compensation Committee carefully considers the net cost and value to Park of maintaining the deductibility of all compensation, it also desires the flexibility to reward NEOs and other executives in a manner that enhances Park's ability to attract and retain individuals as well as to create longer term value for shareholders. Thus, income tax deductibility is only one of several factors the Compensation Committee considers in making decisions regarding Park's compensation program. Moreover, the Compensation Committee believes the incremental cost of any lost deduction will be relatively modest.

Clawbacks: As discussed above, Park can recover SERP payments received by an NEO if Park determines that the NEO could have been terminated for cause prior to the receipt of benefits.

Hedging: Park's Insider Trading Policy prohibits NEOs and other employees from hedging the economic risk associated with their ownership of Park common shares.

Stock Ownership Guidelines: While Park's compensation program aims to encourage and build stock ownership, Park has not adopted stock ownership guidelines that are common at other companies. Nonetheless. Park's NEOs and non-NEO directors have personal stock holdings that are significantly greater than the typical stock ownership requirements.

Individual Or Group	Value of Common Share Holdings (12/31/2013)		2013 Base Salary or Total Director Compensation		Value of Common Share Holdings / 2013 Base Salary or Total Director Compensation	Typical Practice for Individual Holding Same Position
C. Daniel DeLawder	$	10,513,291	$	773,525	13.6X	5 x Salary
David L. Trautman	$	4,431,126	$	563,250	7.8X	3-4 x Salary
Brady T. Burt	$	271,714	$	275,000	1X	3 x Salary
Average for Non-NEO Directors (1)	$	2,992,082	$	59,249	50.5X	3 x Retainer

(1) Does not include C. Daniel DeLawder or David L. Trautman

2014 Compensation Decisions

The Compensation Committee met on December 18, 2013 to determine annual incentive compensation for 2013 results as described on page 45. At that meeting, the Compensation Committee also considered changes in base salaries reflecting Park's previously-announced succession plans. At the end of 2013, Mr. DeLawder retired as CEO but continues to serve as Chairman of the Board and an executive employee and Mr. Trautman assumed the CEO role. As a result of this change, the Compensation Committee requested and received input from Pay Governance as to on how other financial services holding companies of Park's size determine the compensation of an internally promoted CEO as well as that of an executive Chairman. In addition, they discussed how Park has handled compensation changes in the context of similar transitions in the past. Based on that input, the Compensation Committee reduced Mr. DeLawder's base salary for 2014 to $563,250 and increased Mr. Trautman's base salary to $775,000.

At the December 18, 2013 meeting, the Compensation Committee also considered the base salary for Mr. Burt. Based on the Chairman/CEO's review of Mr. Burt's performance and the amount representing the 50th percentile level of base salaries for CFOs of financial services holding companies in the Midwest Regional Peer Group, the Compensation Committee approved an increase in Mr. Burt's base salary for 2014 to $325,000, which remained below the median of similar-situated CFOs at financial services holding companies in the Midwest Regional Peer Group.

On January 24, 2014, the Compensation Committee made its first awards under the 2013 LTIP. These awards had the following terms:

- The awards were in the form of performance-based restricted stock units ("PBRSUs"), with each PBRSU representing the right to receive one Park common share if earned and settled. Each award of PBRSUs also provides the holder with dividend equivalent rights which will vest and be settled in cash if, when and to the extent the related PBRSUs vest and are settled.

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- PBRSUs will be earned based on Park's cumulative ROAA for the three-year performance period from January 1, 2014 to December 31, 2016 as compared to the cumulative ROAA results for the $3 billion to $10 billion Peer Group.
- No PBRSUs will be earned, regardless of Park's relative ROAA results, if Park's net income for each fiscal year of the performance period does not equal or exceed 110% of all cash dividends declared and paid during the applicable fiscal year.
- In addition, no PBRSUs will be earned if Park's cumulative ROAA for the performance period is below the 50th percentile (or median) of the $3 billion to $10 billion Peer Group.
- If Park's cumulative ROAA for the performance period equals the 50th percentile of the $3 billion to $10 billion Peer Group, holders of PBRSUs will earn the target number of PBRSUs (or 66.67% of the number granted).
- If Park's cumulative ROAA equals or exceeds the 80th percentile of the $3 billion to $10 billion Peer Group, holders of PBRSUs will earn PBRSUs equal to 150% of the target number (or 100% of the number granted), with the number of PBRSUs earned for results in between the 50th and 80th percentiles determined using interpolation on a straight-line basis.
- Earned PBRSUs will also be subject to additional service-based vesting -- 50% of the PBRSUs earned will vest at the end of the three-year performance period once results are certified by the Compensation Committee, with the other 50% of the earned PBRSUs vesting on the first anniversary of the certification date.
- Common shares received upon settlement of earned and vested PBRSUs cannot be sold, transferred, assigned or otherwise similarly disposed of for five years after the date they are delivered.
- If an NEO dies or terminates employment with Park and its subsidiaries due to disability at any time during the three-year performance period, a prorated portion of the PBRSUs will vest on the last day of the performance period based on the number of PBRSUs that would have been earned based on the level of performance achieved during the performance period and the quotient of the number of full calendar months elapsed between the grant date and the date of death or termination of employment due to disability, as appropriate, divided by the number of months in the performance period.
- If an NEO dies or terminates employment with Park and its subsidiaries due to disability after the performance period has ended but before the service-based vesting requirements have been satisfied, the outstanding unvested PBRSUs will immediately vest.
- If an NEO retires (i.e., has a "normal retirement" or an "early retirement" for purposes of the Park Pension Plan), all outstanding unvested PBRSUs will be forfeited unless the Compensation Committee, in its sole discretion, determines that all or a portion of the PBRSUs should vest.
- If an NEO's employment with Park and its subsidiaries terminates for any other reason, including for "cause" (as defined in the 2013 LTIP), all unvested PBRSUs will be immediately forfeited.
- In the event of a "change in control" (as defined in the 2013 LTIP), each NEO will immediately vest in all unvested PBRSUs as though the cumulative ROAA of Park as

compared to the cumulative ROAA results of the $3 billion to $10 billion Peer Group had been achieved at the 50th percentile of the Peer Group and the other performance-based criteria for vesting as well as the service-based vesting requirement had been satisfied as of the date of the change in control.

The Compensation Committee and management of Park believe similar programs are common among the financial services holding companies in the Midwest Regional Peer Group as well as those in the $3 billion to $10 billion Peer Group. Moreover, Park's program is considerably more demanding than other such programs (e.g., the requirement that annual net income exceeds at least 110% of dividends paid, the fact that no PBRSUs will be earned for results below the 50th percentile of the $3 billion to $10 billion Peer Group, the fact that the maximum number of PBRSUs will be earned for results at the 80th percentile and the five-year post-vesting holding requirement) which aligns the interests of holders of PBRSUs with those of Park's shareholders and emphasizes sustained long-term financial performance. The target number of PBRSUs subject to the January 24, 2014 awards to Messrs. DeLawder, Trautman and Burt were 2,000, 2,000 and 750, respectively. While providing NEOs a meaningful capital accumulation opportunity, the Compensation Committee and management of Park believe the awards are conservative relative to the long-term incentive opportunities received by similarly-situated executive officers at other financial services holding companies of Park's size. Individual PBRSU amounts for the NEOs were based on the Compensation Committee's review of the work provided by Pay Governance, comparing the total direct compensation (including long-term equity based awards) for executive officers at financial services holding companies in the Midwest Regional Peer Group to that of each of the NEOs of Park.

Conclusion

The compensation program in 2013 for Park's NEOs reflects Park's compensation philosophy and is conservative relative to the practices of other financial services holding companies of Park's size. Park's compensation program produced compensation levels in 2013 slightly higher than those for 2012 but below the median total direct compensation levels of similarly-situated executive officers with financial services holding companies in the Midwest Regional Peer Group, despite 2013 financial results for Park that were better than the median performance of financial services holding companies in both the Midwest Regional Peer Group and the $3 billion to $10 billion Peer Group. In addition, the executive compensation program intentionally excludes a number of less attractive compensation practices (e.g., excessive perks, retention awards, employment contracts and change-in-control agreements).

We believe Park's executive compensation program continues to represent shareholders' interests in a responsible and reasonable fashion.

Compensation Committee Report

The Compensation Committee of Park's Board of Directors has reviewed and discussed the Compensation Discussion and Analysis required by Item 402(b) of SEC Regulation S-K with Park's management and, based on such review and discussion, the Compensation Committee recommended to the full Board of Directors that the Compensation Discussion and Analysis be included in this proxy statement.

Although not required to conduct the risk review and evaluation required of participants in the TARP Capital Purchase Program since Park terminated its participation in such Program on April 25, 2012, as a matter of good governance and best practices, the Compensation Committee reviewed a memorandum prepared by Park's chief risk officer under date of February 19, 2014 in order to review and evaluate Park's compensation plans. The conclusions reached by the Compensation Committee following the review of that memorandum are summarized below:

Risk Analysis

Park's chief risk officer performed a risk review and evaluation of Park's compensation plans. The February 19, 2014 memorandum of Park's chief risk officer concluded that the compensation plans do not include features which incent unnecessary risk taking.

The specific compensation plans reviewed were: (i) the annual incentive compensation program, which provides for annual incentive compensation based on Park's ROACE as compared to that of the $3 billion to $10 billion Peer Group; (ii) the 2013 LTIP pursuant to which Park may grant equity based awards; (iii) miscellaneous incentive plans, which are informal arrangements that allow Park employees to earn small amounts of incentive compensation; (iv) the SERP agreements, pursuant to which Messrs. DeLawder and Trautman and other executives of Park's subsidiaries may receive supplemental pension benefits; and (v) the split-dollar life insurance policies, which provide the NEOs and other executives of Park's subsidiaries with death benefits.

Based on the information provided by Park's chief risk officer, the Compensation Committee concluded that:

- the annual incentive compensation program does not create incentives for Park's NEOs or other employees of Park and its subsidiaries to take unnecessary and excessive risks because the amount of the payment to any individual is discretionary and based in significant part on Park's performance in comparison to other financial services holding companies in the $3 billion to $10 billion Peer Group and the Midwest Regional Peer Group -- the latter being a factor over which employees have little control;
- the types of awards granted under 2013 LTIP - i.e., PBRSUs with performance-based earning and service-based vesting requirements, together with a five-year post-vesting holding requirement, do not create incentives for recipients of the awards to take unnecessary and excessive risks because the number of PBRSUs earned is based on Park's comparative performance and the service-based vesting and post-vesting holding requirements align the long-term interests of the recipients of PBRSU awards with those of Park's shareholders generally;
- the miscellaneous incentive plans do not create incentives for the NEOs or other employees of Park and its subsidiaries to take unnecessary and excessive risks because the amounts payable under these informal arrangements are not a material element of compensation; and
- none of the other plans or arrangements create incentives for the NEOs or other employees of Park and its subsidiaries to take unnecessary and excessive risks because the amounts payable under these plans and arrangements are not contingent on Park's financial or other performance.

Earnings Analysis

The February 19, 2014 memorandum of Park's chief risk officer also concluded that Park's incentive compensation plans do not include features that would encourage the manipulation of Park's reported earnings to enhance the compensation of any individual employee(s).

Based on the information provided by Park's chief risk officer, the Compensation Committee concluded that:

- the annual incentive compensation program does not contain features that would encourage the manipulation of Park's reported earnings to enhance the compensation of any individual employee(s) because the amount of the payment to any individual is discretionary and based in significant part on Park's performance in comparison to other financial services holding companies in the $3 billion to $10 billion Peer Group and the Midwest Regional Peer Group -- the latter being a factor over which employees have little control;

- the types of awards granted under the 2013 LTIP do not contain features that would encourage the manipulation of Park's reported earnings to enhance the compensation of any individual employee(s) because the number of awards earned is based on Park's comparative performance and the service-based vesting and post-vesting holding requirements align the long-term interests of the recipients of PBRSU awards with those of Park's shareholders generally; and

- the miscellaneous incentive plans do not contain features that would encourage the manipulation of Park's reported earnings to enhance the compensation of any individual employee(s) because the amounts payable under these informal arrangements are not a material element of compensation.

Submitted by the members of the Compensation Committee:
F. William Englefield (Chair)
Stephen J. Kambeitz (since April 22, 2013)
Timothy S. McLain
Leon Zazworsky

Summary Compensation Table
The following table summarizes the total compensation for each of the NEOs for each of the 2013 fiscal year, the 2012 fiscal year and the 2011 fiscal year in accordance with applicable SEC rules. Dollar amounts have been rounded up to the nearest whole dollar. Park has not entered into any employment agreements with any of its NEOs.
No option awards or stock awards were made to the NEOs for the 2013 fiscal year, the 2012 fiscal year or the 2011 fiscal year. As a participant in the TARP Capital Purchas Program until April 25, 2012, Park was prohibited from paying or accruing any bonus, retention award or incentive compensation to or for Messrs. DeLawder and Trautman in respect of the 2011 fiscal year and the 2012 fiscal year prior to April 25, 2012.

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Summary Compensation Table for 2013

Name and Principal Position During 2013 Fiscal Year	Year		Bonus ($)	Change in Pension Value and Nonqualified Deferred Compensation Earnings ($)(1)	All Other Compensation ($)	Total ($)
C. Daniel DeLawder Chairman of the Board and Chief Executive Officer of Park and Park National Bank (2)	2013	$ 773,525	$275,000(3)	$179,663	$23,491(4)	$1,251,679
	2012	$ 773,525	$151,475(5)	$178,738	$21,593(6)	$1,125,331
	2011	$ 773,525	$0	$358,553	$20,580(7)	$1,152,658
David L. Trautman President and Secretary of Park and President of Park National Bank (8)	2013	$ 563,250	$200,000(3)	(9)	$15,546(10)	$778,796
	2012	$ 563,250	$136,750(5)	$198,644	$15,114(11)	$913,758
	2011	$ 563,250	$0	$125,781	$14,424(12)	$703,455
Brady T. Burt Chief Financial Officer and Treasurer of Park and Senior Vice President and Chief Financial Officer of Park National Bank (13)	2013	$ 275,000	$100,000(3)	$2,157	$4,618(14)	$381,775
	2012	$ 205,000	$50,000(5)	$21,073	$18,783(15)	$295,856

(1) The amounts shown reflect the aggregate change, where such change reflects an increase, in the actuarial present value of the NEO’s accumulated benefits under the Park Pension Plan and, where applicable, the SERP (and each individual’s SERP Agreement as in effect during the applicable fiscal year), determined using interest rate and mortality rate assumptions consistent with those used in Park’s consolidated financial statements. The benefits to be provided under the Park Pension Plan and the SERP (and the related SERP Agreements) are more fully described under the heading “Post-Employment Payments and Benefits” beginning on page 58.

(2) Since January 1, 2014, C. Daniel DeLawder has served as Chairman of the Board of each of Park and Park National Bank and a full-time executive employee of Park National Bank.

(3) The amounts shown reflect the discretionary annual incentive compensation award earned by each of the NEOs as part of the annual incentive compensation program for 2013. The discretionary annual incentive compensation awards are discussed in more detail on page 45 under the heading “Compensation Discussion and Analysis - Elements of Compensation for 2013 - Annual Incentive Compensation.”

(4) The amount shown reflects:

- $5,086, representing the amount of the premium deemed to have been paid on behalf of Mr. DeLawder under the split dollar life insurance policy maintained on his behalf by Park National Bank;
- $4,375, representing the matching contribution to the Park KSOP on Mr. DeLawder’s behalf to match his 2013 pre tax elective deferral contributions;
- $5,090, representing the amount of the premium deemed to have been paid on behalf of Mr. DeLawder under the split dollar life insurance policy which funds his account under the SERP (and his SERP Agreement as in effect during the 2013 fiscal year); and
- $8,940, representing the aggregate amount of the $745 monthly automobile allowance received by Mr. DeLawder during the 2013 fiscal year.

(5) The amounts shown reflect (a) for Messrs. DeLawder and Trautman, the discretionary annual incentive compensation award earned by each individual with respect to the period from April 25, 2012 through December 31, 2012; and (b) for Mr. Burt, the discretionary annual incentive compensation award earned as a participant in the annual incentive compensation program for 2012. The amounts for Messrs. DeLawder and Trautman reflect the fact that Park was prohibited from paying or accruing any bonus or incentive compensation to the five most highly compensated employees of Park and our subsidiaries during the period that Park was a participant in the TARP Capital Purchase Program, which participation ended on April 25, 2012. Mr. Burt was not subject to this prohibition and participated in the annual incentive compensation program for all of 2012.

(6) The amount shown reflects:

- $4,684, representing the amount of the premium deemed to have been paid on behalf of Mr. DeLawder under the split-dollar life insurance policy maintained on his behalf by Park National Bank;
- $3,614, representing the final matching contribution to the Park KSOP on Mr. DeLawder’s behalf to match his 2012 pre-tax elective deferral contributions (of the $4,250 matching contribution which had been reported in the “Summary Compensation Table for 2012” included in Park’s Proxy Statement for the 2013 Annual Meeting, $636 was forfeited in 2013 in conjunction with the partial refund of Mr. DeLawder’s 2012 pre-tax elective deferral contributions);
- $4,355, representing the amount of the premium deemed to have been paid on behalf of Mr. DeLawder under the split dollar life insurance policy which funds his account under the SERP (and his SERP Agreement as in effect during the 2012 fiscal year); and
- $8,940, representing the aggregate amount of the $745 monthly automobile allowance received by Mr. DeLawder during the 2012 fiscal year.

(7) The amount shown reflects:

- $4,302, representing the amount of the premium deemed to have been paid on behalf of Mr. DeLawder under the split dollar life insurance policy maintained on his behalf by Park National Bank;
- $3,617, representing the final matching contribution to the Park KSOP on Mr. DeLawder's behalf to match his 2011 pre tax elective deferral contributions (of the $4,125 matching contribution which had been reported in the Summary Compensation Table for 2011 included in Park's 2012 Proxy Statement, $508 was forfeited in 2012 in conjunction with the partial refund of Mr. DeLawder's 2011 pre tax elective deferral contributions;
- $3,721, representing the amount of the premium deemed to have been paid on behalf of Mr. DeLawder under the split dollar life insurance policy which funds his account under the SERP (and his SERP Agreement as in effect during the 2011 fiscal year); and
- $8,940, representing the aggregate amount of the $745 monthly automobile allowance received by Mr. DeLawder during the 2011 fiscal year.

(8) Since January 1, 2014, David L. Trautman has served as President and Chief Executive Officer of each of Park and Park National Bank.

(9) The aggregate change in the actuarial present value of Mr. Trautman's accumulated benefits under the Park Pension Plan and the SERP (and his SERP Agreement), determined using interest rate and mortality assumptions consistent with those in Park's consolidated financial statements, decreased by $25,507 during the 2013 fiscal year and, as a result, are not reported in the "Change in Pension Value and Nonqualified Deferred Compensation Earnings" column for 2013 in accordance with the applicable SEC rules.

(10) The amount shown reflects:

- $1,144, representing the amount of the premium deemed to have been paid on behalf of Mr. Trautman under the split dollar life insurance policy maintained on his behalf by Park National Bank;
- $4,375, representing the matching contribution to the Park KSOP on Mr. Trautman's behalf to match his 2013 pre tax elective deferral contributions;
- $1,087, representing the amount of the premium deemed to have been paid on behalf of Mr. Trautman under the split dollar life insurance policy which funds his account under the SERP (and his SERP Agreement as in effect during the 2013 fiscal year); and
- $8,940, representing the aggregate amount of the $745 monthly automobile allowance received by Mr. Trautman during the 2013 fiscal year.

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(11) The amount shown reflects:

- $1,042, representing the amount of the premium deemed to have been paid on behalf of Mr. Trautman under the split dollar life insurance policy maintained on his behalf by Park National Bank;
- $4,125, representing the matching contribution to the Park KSOP on Mr. Trautman's behalf to match his 2012 pre-tax elective deferral contributions;
- $1,007, representing the amount of the premium deemed to have been paid on behalf of Mr. Trautman under the split dollar life insurance policy which funds his account under the SERP (and his SERP Agreement as in effect during the 2012 fiscal year); and
- $8,940, representing the aggregate amount of the $745 monthly automobile allowance received by Mr. Trautman during the 2012 fiscal year.

(12) The amount shown reflects:

- $928, representing the amount of the premium deemed to have been paid on behalf of Mr. Trautman under the split-dollar life insurance policy maintained on his behalf by Park National Bank;
- $3,617, representing the final matching contribution to the Park KSOP on Mr. Trautman's behalf to match his 2011 pre-tax elective deferral contributions (of the $4,125 matching contribution which had been reported in the Summary Compensation Table for 2011 included in Park's 2012 Proxy Statement, $508 was forfeited in 2012 in conjunction with the partial refund of Mr. Trautman's 2011 pre-tax elective deferral contributions);
- $939, representing the amount of the premium deemed to have been paid on behalf of Mr. Trautman under the split-dollar life insurance policy which funds his account under the SERP (and his SERP Agreement as in effect during the 2011 fiscal year); and
- $8,940, representing the aggregate amount of the $745 monthly automobile allowance received by Mr. Trautman during the 2011 fiscal year.

(13) Effective December 19, 2012, Mr. Burt succeeded John W. Kozak as the Chief Financial Officer of Park and as the Chief Financial Officer and a Senior Vice President of Park National Bank. He was appointed Treasurer of Park on April 22, 2013. Since January 1, 2014, he has also served as Secretary of Park. For Mr. Burt, this Summary Compensation Table includes information for 2013 and 2012 only, as these are the only years during the applicable three fiscal year period that he qualified as a named executive officer.

(14) The amount shown reflects:

- $243, representing the amount of the premium deemed to have been paid on behalf of Mr. Burt under the split dollar life insurance policy maintained on his behalf by Park National Bank; and

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- $4,375, representing the matching contribution to the Park KSOP on Mr. Burt’s behalf to match his 2013 pre tax elective deferral contributions.

(15) The amount shown reflects:

- $169, representing the amount of the premium deemed to have been paid on behalf of Mr. Burt under the split dollar life insurance policy maintained on his behalf by Park National Bank;

- $3,614, representing the final matching contribution to the Park KSOP on Mr. Burt’s behalf to match his 2012 pre-tax elective deferral contributions (of the $4,250 matching contribution which had been reported in the “Summary Compensation Table for 2012” included in Park’s Proxy Statement for the 2013 Annual Meeting, $636 was forfeited in 2013 in conjunction with the partial refund of Mr. Burt’s 2012 pre tax elective deferral contributions); and

- $15,000, representing a one-time bonus payment to Mr. Burt in recognition of his contributions in the course of consummating the sale of the Vision Bank business.

Grants of Plan-Based Awards

Park had two compensation plans in effect during the 2013 fiscal year under which common shares of Park were authorized for issuance to officers and employees of Park and Park’s subsidiaries the 2005 ISO Plan and the 2013 LTIP. The 2005 ISO Plan was terminated on April 22, 2013 upon the approval of the 2013 LTIP by Park’s shareholders.

No incentive stock options were granted under the 2005 ISO Plan to the NEOs or any other employees of Park or any of its subsidiaries during the period from January 1, 2013 through April 22, 2013.

No awards were made under the 2013 LTIP during the 2013 fiscal year.

Outstanding Equity Awards at Fiscal Year-End

None of the NEOs held unexercised incentive stock options at the end of the 2013 fiscal year. As of December 31, 2013, Park had not granted any other form of equity-based award to the NEOs.

Exercises of Incentive Stock Options

None of the NEOs exercised any incentive stock options during the 2013 fiscal year. As of December 31, 2013, Park had not granted any other form of equity-based award to the NEOs.

Awards Granted Under the 2013 LTIP During 2014 Fiscal Year

On January 24, 2014, the Compensation Committee granted awards of PBRSUs (the “2014 PBRSU Awards”) to each of the NEOs. The following schedule shows the minimum/target number of PBRSUs which may be earned (the “Target Award”) and the maximum number of PBRSUs which may be earned (the “Maximum Award”) in respect of the 2014 PBRSU Award granted to each of the NEOs:

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Name and Position	Target Award	Maximum Award
C. Daniel DeLawder Chairman of the Board of Park; Chairman of the Board and executive employee of Park National Bank	2,000 PBRSUs	3,000 PBRSUs
David L. Trautman President and Chief Executive Officer of each of Park and Park National Bank	2,000 PBRSUs	3,000 PBRSUs
Brady T. Burt Chief Financial Officer, Secretary and Treasurer of Park; Senior Vice President and Chief Financial Officer of Park National Bank	750 PBRSUs	1,125 PBRSUs

Post-Employment Payments and Benefits

Pension and Supplemental Benefits

Park Pension Plan

The Park Pension Plan covers employees of Park's subsidiaries who have attained age 21 and completed one year of service. Under the Park Pension Plan, annual benefits are paid in monthly installments for life with 120 months of payments guaranteed. For purposes of the Park Pension Plan, an employee's "normal retirement date" is the earlier of the first day of the month coincident with or next following the employee reaching age 70 1/2 or the employee reaching age 65 and completing five years of service.

The amount of annual "normal retirement benefit" to be paid in monthly installments to an eligible employee is the greater of:

- 29% of the average monthly compensation of the employee reduced for expected years of service at normal retirement less than 25; or

- 29% of the average monthly compensation plus 16% of the average monthly compensation in excess of one-twelfth of covered compensation reduced for expected years of service at normal retirement less than 35.

The average monthly compensation of an employee is calculated by averaging the highest five consecutive calendar years of compensation as reported on the employee's Forms W-2 during the ten calendar years preceding the date of determination. Base salary and incentive compensation, including elective deferral contributions, are included in calculating an employee's monthly compensation for purposes of the Park Pension Plan.

In addition, the employees of certain of our subsidiary banks (and their respective divisions) participated in pension plans maintained for their benefit prior to the bank's being acquired by Park and the merger of the bank's pension plan into the Park Pension Plan. Benefits under the Park Pension Plan cannot be less than the sum of the benefit provided under the merged pension plan and the Park Pension Plan based on years of service since the date of merger of the two plans.

Applicable provisions of the Internal Revenue Code currently limit the amount of annual compensation used to determine plan benefits under a defined benefit pension plan, such as the Park Pension Plan, and the amount of plan benefits payable annually under such a plan. Total compensation in excess of the limit will not be taken into account for benefit calculation purposes. The average of the maximum annual total compensation which may be used in determining plan benefits under qualified defined benefit plans for the past five years is $248,000. The 2013 monthly rate of total compensation used to determine benefits was limited to $21,250 per month, which is the equivalent of an annual total compensation of $255,000.

If an employee elects to retire after completing ten years of service and reaching 55 years of age, the employee may receive a monthly benefit for life with 120 months of payments guaranteed beginning at his or her normal retirement date equal to the “accrued benefit” at the early retirement date. Payments to the employee may begin immediately, with the benefit being reduced one fifteenth (1/15th) for the first five years and one thirtieth (1/30th) for the next five years. For purposes of the Park Pension Plan, the “accrued benefit” at any time prior to an employee’s normal retirement date is the normal retirement benefit as described above multiplied by a fraction, the numerator of which is the employee’s total years of service as of the date of determination and the denominator of which is the employee’s expected years of service at normal retirement.

An employee may continue employment with Park and/or one of our subsidiaries after his or her normal retirement date. In such an event, the employee will receive the benefit he or she would have received on his or her normal retirement date actuarially increased to reflect delayed payment. Notwithstanding the foregoing, the benefit received by such an employee will not be less than the benefit accrued at delayed retirement reflecting service and compensation to such date.

Upon the termination of employment after five or more years, an employee has a vested interest in his or her accrued benefit which will be payable on the normal retirement date. An employee will generally have no vested interest if he or she terminates employment after less than five years of service with Park and/or one of our subsidiaries; however, the Park Pension Plan was amended in conjunction with the sale of substantially all of the performing loans, operating assets and liabilities associated with Vision Bank to Centennial Bank on February 16, 2012, in order to fully vest all of the Vision Bank employees upon termination of employment, regardless of their years of service with Vision Bank. An employee who terminates employment with ten or more years of service with Park and/or one of our subsidiaries may elect to receive his or her vested interest as early as age 55.

If an employee becomes totally and permanently disabled prior to his or her normal retirement date and retires after being determined to be disabled by the Compensation Committee for at least six months, he or she will receive a disability retirement benefit equal to his or her “accrued benefit” at disability reduced actuarially for payment preceding normal retirement.

In the event of a married employee’s death after the completion of five years of service, but prior to meeting the eligibility requirements for early retirement, the participant will be assumed to have terminated employment the day before his or her death, survived to his or her early retirement date, elected a joint and one-half survivor benefit, and passed away the following day. If an unmarried employee dies prior to the early retirement age, the survivor annuity will be 50% of the 10-year certain and life annuity payable to such employee if such employee had terminated employment one day prior to his or her death.

In the event of a married employee’s death after meeting the requirements for early retirement, his or her surviving spouse will receive one-half of the joint and one-half survivor benefit calculated on the day before his or her death. If an unmarried employee or unmarried “inactive” employee dies on or after the early retirement age, the survivor annuity will be computed as if he or she started receiving a 10 year certain and life annuity on the day before his or her death.

For a vested terminated employee, death benefits are calculated the same as for active employees, but based on the employee's accrued benefit at his or her termination date.

An eligible employee of Park and/or one of our subsidiaries may opt to receive his or her benefits pursuant to the following methods of settlement that are actuarially equivalent to the normal form of annuity:

- a benefit to be paid during the employee's lifetime with one-half of the benefit to be continued to be paid to the employee's spouse for his or her lifetime after the employee's death;
- a benefit to be paid during the employee's lifetime with three-fourths of the benefit to be continued to be paid to the employee's spouse for his or her lifetime after the employee's death;
- a benefit to be paid during the employee's lifetime with a percentage of the benefit or the same benefit to be continued to be paid to the employee's spouse for his or her lifetime after the employee's death;
- a benefit payable in equal installments during the employee's lifetime;
- a benefit to be paid for 120 months certain and thereafter for life; or
- an unlimited lump-sum settlement for retirees and a lump-sum settlement under $5,000 for vested employees who have not yet retained retirement age.

It is not possible for an employee's years of service under the Park Pension Plan to exceed the employee's actual years of service with Park and/or our subsidiaries.

Supplemental Executive Retirement Benefits

Each of Messrs. DeLawder and Trautman is entitled to receive additional benefits under the SERP arrangements generally to the degree his projected benefits from the Park Pension Plan and Park's contributions under the Park KSOP and Social Security benefits are less than 40% of his projected annual compensation (salary and bonus) at age 62. Mr. Burt does not participate in any SERP arrangements.

Park or one of our subsidiaries purchased split dollar life insurance policies in order to fund the obligations under the SERP arrangements. Generally, these policies provide a benefit equal to the benefit a SERP participant would have been paid if the SERP participant had not died before age 84. Thus, the policies provide no additional benefit to Messrs. DeLawder and Trautman but help Park and our subsidiaries meet their commitments to them.

Executives with SERP arrangements forfeit their benefits if they terminate their employment with Park prior to age 62, strengthening the retention aspects of this program. However, an individual can receive a partial benefit if his or her termination is related to a substantial disability or a full benefit if there is a change in control of Park.

The SERP arrangements have demanding repayment and forfeiture provisions associated with them. Park can recoup SERP benefits that have already been paid if Park determines there was cause to terminate a SERP participant prior to the SERP participant receiving benefits. Moreover, a SERP participant would forfeit the right to future benefits in such a situation. In addition, SERP participants forfeit their rights to future benefits if they violate certain non-competition, non-solicitation of customers and non-solicitation of employees covenants during a period of 12 months following their separation from service with Park and our subsidiaries. As a result, while the SERP arrangements provide Messrs. DeLawder and Trautman with additional retirement benefits, they also offer important protections to Park, which the Compensation Committee sees as reasonable.

Pension Benefits for 2013

The following table shows the actuarial present value of each NEO's accumulated benefit, including the number of years of service credited to each NEO, under each of the Park Pension Plan and, where applicable, the SERP (and each NEO's SERP Agreement as in effect during the 2013 fiscal year), determined using interest rate and mortality rate assumptions consistent with those used in Park's consolidated financial statements and summarized in Note 13 of the Notes to Consolidated Financial Statements beginning on page 68 of Park's 2013 Annual Report.

Pension Benefits for 2013

Name	Plan Name	Number of Years Credited Service (#)	Present Value of Accumulated Benefit ($)	Payments During Last Fiscal Year ($)
C. Daniel DeLawder	Park Pension Plan (1)	43	$ 1,118,736	$0
	SERP	17	$ 1,368,561	$0
David L. Trautman	Park Pension Plan	30	$ 406,680	$0
	SERP	6	$ 505,403	$0
Brady T. Burt	Park Pension Plan	6	$ 48,934	$0

(1) Mr. DeLawder is eligible for early retirement under the Park Pension Plan. The present value of his early retirement benefit was $1,130,854 at December 31, 2013. This value increased by $31,642 during the 2013 fiscal year.

Potential Payouts upon Termination of Employment or Change in Control

Supplemental Executive Retirement Benefits

The provisions of the SERP arrangements addressing the impact of a change of control and the subsequent termination of an individual covered thereby are described under the heading "Post-Employment Payments and Benefits - Pension and Supplemental Benefits - Supplemental Executive Retirement Benefits" beginning on page 60.

Other Potential Payouts

Regardless of the manner in which an NEO's employment terminates, he is entitled to receive amounts earned during his term of employment. Such amounts would include:

- the balance of the NEO's account under the Park KSOP;
- unused vacation pay; and

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- amounts accrued and vested under the Park Pension Plan paid in accordance with the terms of the Park Pension Plan, as discussed in more detail beginning on page 58 under the heading "Post-Employment Payments and Benefits - Pension and Supplemental Benefits - Park Pension Plan."

If an NEO retires after reaching age 55, in addition to the items identified in the preceding paragraph, the NEO will be entitled to receive a lump-sum payment of the present value of the benefit to which he would have been entitled under the Park Pension Plan, as discussed in more detail beginning on page 58 under the heading "Post-Employment Payments and Benefits - Pension and Supplemental Benefits - Park Pension Plan."
If an NEO retires after reaching age 62, in addition to the items identified in the preceding paragraphs, the NEO will receive:

- if applicable, the supplemental executive retirement benefits discussed on page 60 under the heading "Post-Employment Payments and Benefits - Pension and Supplemental Benefits - Supplemental Executive Retirement Benefits"; and

- continued coverage under the split-dollar life insurance policy maintained on his behalf by Park National Bank, as discussed in more detail beginning on page 46 under the heading "Compensation Discussion and Analysis - Elements of Compensation for 2013 - Other Benefits".

In the event of the death or disability of an NEO, in addition to the benefits identified in the preceding paragraph(s), the NEO or his beneficiary, as appropriate, will receive:

- benefits under Park's disability insurance plan; and

- his share of the proceeds under the split-dollar life insurance policy maintained on his behalf by Park National Bank, as discussed in more detail beginning on page 46 under the heading "Compensation Discussion and Analysis - Elements of Compensation for 2013 - Other Benefits".

The following table summarizes payments which would have been made to Messrs. DeLawder, Trautman and Burt if a retirement or termination event had occurred on December 31, 2013. Actual amounts to be paid out can only be determined at the time of an NEO's actual separation from service with Park.

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	Voluntary Termination on 12/31/13	Early Retirement on 12/31/13	Normal Retirement on 12/31/13	Involuntary Not for Cause Termination on 12/31/13	For Cause Termination on 12/31/13	Disability on 12/31/13	Death on 12/31/13
C. Daniel DeLawder							
Park KSOP	$ 1,544,841	$ 1,544,841	$ 1,544,841	$ 1,544,841	$ 1,544,841	$ 1,544,841	$ 1,544,841
Park Pension Plan (1)	$ 1,130,854	$ 1,130,854	$ 1,130,854	$ 1,130,854	$ 1,130,854	$ 1,130,854	$ 1,130,854
SERP - Life Insurance	$ —	$ —	$ —	$ —	$ —	$ —	$ 2,908,453
Split-Dollar Life Insurance	$ —	$ —	$ —	$ —	$ —	$ —	$ 1,911,980
Total	$ 2,675,695	$ 2,675,695	$ 2,675,695	$ 2,675,695	$ 2,675,695	$ 2,675,695	$ 7,496,128
David L. Trautman							
Park KSOP	$ 869,477	(2)	$ 869,477	$ 869,477	$ 869,477	$ 869,477	$ 869,477
Park Pension Plan (1)	$ 406,680	(2)	$ 406,680	$ 406,680	$ 406,680	$ 406,680	$ 406,680
SERP - Life Insurance	$ —	(2)	$ —	$ —	$ —	$ —	$ 1,342,000
Split-Dollar Life Insurance	$ —	(2)	$ —	$ —	$ —	$ —	$ 1,270,880
Total	$ 1,276,157	(2)	$ 1,276,157	$ 1,276,157	$ 1,276,157	$ 1,276,157	$ 3,889,037
Brady T. Burt							
Park KSOP	$ 357,592	(3)	$ 357,592	$ 357,592	$ 357,592	$ 357,592	$ 357,592
Park Pension Plan (1)	$ 48,934	(3)	$ 48,934	$ 48,934	$ 48,934	$ 48,934	$ 48,934
Split-Dollar Life Insurance	$ —	(3)	$ —	$ —	$ —	$ —	$ 579,375
Total	$ 406,526	(3)	$ 406,526	$ 406,526	$ 406,526	$ 406,526	$ 985,901

(1) Reflects the estimated lump-sum present value of the benefits to which the NEO would be entitled under the Park Pension Plan.
(2) Since, as of December 31, 2013, Mr. Trautman had not reached age 55, he was not eligible for early retirement. However, if Mr. Trautman had retired on December 31, 2013, he would have been eligible to receive the same payments as those identified in the column captioned “Voluntary Termination on 12/31/13”.
(3) Since, as of December 31, 2013, Mr. Burt had not reached age 55, he was not eligible for early retirement. However, if Mr. Burt had retired on December 31, 2013, he would have been eligible to receive the same payments as those identified in the column captioned “Voluntary Termination on 12/31/13”.

EQUITY COMPENSATION PLAN INFORMATION

As of December 31, 2013, Park had one compensation plan under which common shares of Park are authorized for issuance to directors, officers or employees of Park and Park’s subsidiaries in exchange for consideration in the form of goods or services - the 2013 LTIP. In addition, Park maintains the Park KSOP, which is intended to meet the qualification requirements of Section 401(a) of the Internal Revenue Code. The 2013 LTIP was approved by Park’s shareholders.

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The following table shows the number of common shares remaining available for future issuance under the 2013 LTIP at December 31, 2013.

Plan category	(a) Number of common shares to be issued upon exercise of outstanding options, warrants and rights	(b) Weighted-average exercise price of outstanding options, warrants and rights	(c) Number of common shares remaining available for future issuance under equity compensation plans (excluding common shares reflected in column (a)
Equity compensation plans approved by shareholders	—	—	589,450 (1)
Equity compensation plans not approved by shareholders	—	—	—
Total	—	—	589,450 (1)

(1) Includes 589,450 common shares remaining available for future issuance under the 2013 LTIP.

DIRECTOR COMPENSATION

Park uses a combination of cash and stock-based compensation to attract and retain qualified candidates to serve on the Board of Directors. To align the interests of Park's directors and shareholders, Park's Regulations require that all directors of Park be shareholders. Park does not have a requirement which addresses the number of common shares that need to be retained by directors.

The Compensation Committee annually reviews, with the assistance of Pay Governance, certain market information provided by Pay Governance concerning compensation (both cash and non-cash) paid to directors. Based on such information (which showed that the compensation paid by Park to its directors was modest when compared to that paid by peer companies to their directors), the fact that the compensation paid to Park's directors had not changed for six years and consideration of the increased time commitment required of and responsibilities assumed by directors in their service on the Board of Directors and on Board committees, at its January 16, 2013 meeting, the Compensation Committee adopted recommendations for consideration by the full Board with respect to changes in directors' compensation for the 2013 fiscal year. Following consideration of such recommendations, at its January 28, 2013 meeting, the full Board of Directors set the compensation payable to the directors for the 2013 fiscal year, which is described below.

Annual Retainers and Meeting Fees

Annual Retainers Payable in Common Shares

From 2004 to 2012, each director of Park who was not an employee of Park or one of our subsidiaries (a "non-employee director") received, on the date of the regular meeting of the Park Board of Directors held during the fourth fiscal quarter, an annual retainer in the form of common shares awarded under the Park National Corporation Stock Plan for Non Employee Directors of Park National

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Corporation and Subsidiaries (the "Directors' Stock Plan"). After the 2013 LTIP was approved by Park's shareholders on April 22, 2013, the Directors' Stock Plan was terminated and the annual retainer in the form of common shares is to be awarded under the 2013 LTIP. The number of common shares awarded as the annual retainer for the 2013 fiscal year was 200 common shares. These common shares were delivered on the date of the regular meeting of the Park Board of Directors held during the fourth quarter of the 2013 fiscal year.

Each non-employee director of Park also serves on the board of directors of either Park National Bank or one of the divisions of Park National Bank, and from 2004 to 2012, received, on the date of the regular meeting of the Park Board of Directors held during the fourth fiscal quarter, an annual retainer in the form of 60 common shares of Park awarded under the Directors' Stock Plan. After the 2013 LTIP was approved by Park's shareholders on April 22, 2013, the full Board of Directors of Park determined that the number of common shares to be awarded in the form of annual retainers for the 2013 fiscal year was to be: (a) 150 common shares for members of the board of directors of Park National Bank; and (b) 100 common shares for members of the board of directors of a division of Park National Bank. These common shares were delivered on the date of the regular meeting of the Park Board of Directors held during the fourth quarter of the 2013 fiscal year.

Cash Compensation

The following table sets forth the cash compensation paid by Park to Park's non-employee directors for the 2013 fiscal year, starting April 22, 2013, and to be paid by Park to Park's non-employee directors for the 2014 fiscal year:

Meeting Fees:	
Each meeting of Board of Directors attended (1)	$1,200
Each meeting of Executive Committee attended	$900
Each meeting of Audit Committee attended	$900
Each meeting of each other Board Committee attended	$600
Annual Retainers(2):	
Annual Retainer for Committee Chairs:	
Audit Committee	$7,500
Nominating Committee	$5,000
Compensation Committee	$5,000
Risk Committee	$5,000
Annual Retainer for Other Committee Members:	
Executive Committee	$5,000
Audit Committee	$5,000
Risk Committee	$2,500
Compensation Committee	$2,500
Investment Committee	$2,500
Nominating Committee	$2,500
Lead Director Additional Annual Retainer	$15,000

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(1) If the date of a meeting of the full Board of Directors is changed from that provided for by resolution of the Board and a Park non-employee director is not able to attend the rescheduled meeting, he or she receives the meeting fee as though he or she attended the meeting.
(2) Annual retainers are pro rated based upon a director’s period of service on a Board Committee and/or as a Board Committee Chair during the year.

Each non-employee director of Park also serves on the board of directors of either Park National Bank or one of the divisions of Park National Bank and, in some cases, receives a specified amount of cash for such service as well as fees for attendance at meetings of the board of directors of Park National Bank or the applicable division of Park National Bank (and committees of the respective boards).

In addition to the annual retainers and meeting fees discussed above, non-employee directors also receive reimbursement of all reasonable travel and other expenses of attending board and committee meetings.

C. Daniel DeLawder, Harry O. Egger and David L. Trautman receive no compensation for: (i) serving as a member of the Board of Directors of Park; (ii) serving as a member of the board of directors of Park National Bank or one of its divisions; or (iii) serving as a member of any committee of the respective boards. During the 2013 fiscal year and until January 31, 2014, William T. McConnell received no compensation for: (i) serving as a member of the Boards of Directors of Park and Park National Bank; or (ii) serving as a member of any committee of the respective Boards of Directors. Since February 1, 2014, Mr. McConnell has been treated as a non-employee director of Park and is to receive the same compensation as other non-employee directors as described above.

Split-Dollar Life Insurance Policies

Effective as of December 28, 2007, Donna M. Alvarado, Maureen Buchwald, F. William Englefield IV, Dr. Charles W. Noble, Sr., John J. O’Neill, Robert E. O’Neill, Rick R. Taylor and Leon Zazworsky entered into split-dollar agreements (the “Split Dollar Agreements”) which amended and restated the split-dollar agreements to which they had been parties. The Split Dollar Agreements are intended to comply with the requirements of Section 409A of the Internal Revenue Code.

Under the terms of each Split-Dollar Agreement, Park National Bank owns the life insurance policy to which the Split-Dollar Agreement relates. Each individual party to a Split-Dollar Agreement has the right to designate the beneficiary(ies) to whom a portion of the death proceeds of the policy are to be paid in accordance with the terms of the Split-Dollar Agreement. Upon the death of the individual, his or her beneficiary(ies) will be entitled to an amount equal to the lesser of (i) $100,000 or (ii) 100% of the difference between the total death proceeds under the policy and the cash surrender value of the policy (such difference being referred to as the “Net at Risk Amount”). In no event will the amount payable to an individual’s beneficiary(ies) exceed the Net at Risk Amount in the policy as of the date of the individual’s death. Park National Bank will be entitled to any death proceeds payable under the policy remaining after payment to the individual’s beneficiary(ies).

Park National Bank maintains split-dollar life insurance policies on behalf of C. Daniel DeLawder, William T. McConnell and David L. Trautman, in their respective capacities as executive officers (and, in the case of Mr. McConnell, a former executive officer) of Park National Bank. Park National Bank will receive proceeds under each policy in an amount equal to the premiums paid up to the date of death plus earnings accrued in respect of the policy since the inception of the policy. Each of Messrs. DeLawder, McConnell and Trautman has the right to designate the beneficiary to whom his share of the proceeds under the policy (approximately two times his highest annual total compensation during his employment with Park National Bank) is to be paid. Each policy remains in effect following the covered individual's retirement as long as the covered individual is fully vested in the Park Pension Plan, has reached age 62, has not been employed by another financial services firm and was not terminated for cause. If Mr. DeLawder's share of the proceeds under his policy were computed as of December 31, 2013, his share would have been $1,911,980. If Mr. McConnell's share of the proceeds under his policy were computed as of December 31, 2013, his share would have been $1,455,000. If Mr. Trautman's share of the proceeds under his policy were computed as of December 31, 2013, his share would have been $1,270,880.

Park National Bank maintains a split-dollar life insurance policy on behalf of Mr. Egger, in his capacity as a former executive officer of the Security National Bank Division. Park National Bank will receive proceeds under the policy in an amount equal to the premiums paid up to the date of death plus earnings accrued in respect of the policy since the inception of the policy. Mr. Egger has the right to designate the beneficiary to whom his share of the proceeds under the policy (approximately three and one-half times his highest annual total compensation during his employment with the Security National Bank Division or $1,597,341) is to be paid. Mr. Egger's policy remained in effect following his retirement as an executive officer of the Security National Bank Division on March 31, 2003.

Change in Control Payments

None of the directors is entitled to payment of any benefits upon a change in control of Park.

Other Compensation

C. Daniel DeLawder and David L. Trautman

C. Daniel DeLawder and David L. Trautman currently serve as executive officers of Park and of Park National Bank. Please see the discussion of their compensation as executive officers under the heading "EXECUTIVE COMPENSATION" beginning on page 38.

William T. McConnell

William T. McConnell was employed by Park National Bank in a non-executive officer capacity during the 2013 fiscal year and until January 31, 2014, and, in such capacity, he received the amount of $33,000 for his services during the 2013 fiscal year. While an employee of Park National Bank, Mr. McConnell was eligible to participate in the employee benefit programs maintained by Park and Park National Bank (and its divisions), including medical, dental and disability insurance plans and the Park KSOP, on the same terms as all other employees of Park and Park National Bank (and its divisions). Effective February 1, 2014, Mr. McConnell became a non-employee director of Park and will receive the same compensation as other non-employee directors of Park.

Harry O. Egger

Harry O. Egger is employed by the Security National Bank Division in a non-executive officer capacity. In such capacity, he received the amount of $33,000 during the 2013 fiscal year. Mr. Egger is eligible to participate in the employee benefit programs maintained by Park and Park National Bank (and its divisions), including medical, dental and disability insurance plans, on the same terms as all other employees of Park and Park National Bank (and its divisions). Although Mr. Egger is also eligible to participate in the Park KSOP, he made no elective deferral contributions during the 2013 fiscal year.

Since March 31, 2003, Mr. Egger has received and will continue to receive a monthly pension benefit under the Park Pension Plan of $6,318.83. In addition, under the provisions of his employment agreement with Security National Bank Division (the term of which ended March 31, 2003), Mr. Egger receives an annual supplemental retirement benefit in the amount of $153,320, which he will be paid for the remainder of his life.

Director Compensation for 2013

The following table summarizes the compensation paid by Park to each individual who served as a non-executive officer director of Park at any time during the 2013 fiscal year for service on the Board of Directors of Park and the board of directors of Park National Bank or a division of Park National Bank. Dollar amounts have been rounded up to the nearest whole dollar.

Director Compensation for 2013

Name (1)	Fees Earned or Paid in Cash ($)	Stock Awards ($) (2)	Change in Pension Value and Nonqualified Deferred Compensation Earnings ($)		All Other Compensation ($)		Total ($)
Donna M. Alvarado	$ 40,425	$ 28,179	$ 0		$ 389	(3)	$ 68,993
Maureen Buchwald	$ 25,600	$ 24,153	$ 0		$ 6,674	(3)	$ 56,427
Harry O. Egger	$ 0	$ 0	$ 9,488	(4)	$ 42,488	(5)	$ 51,976
F. William Englefield IV	$ 44,700	$ 28,179	$ 0		$ 218	(3)	$ 73,097
Stephen J. Kambeitz	$ 31,150	$ 28,179	$ 0		$ 0		$ 59,329
William T. McConnell	$ 0	$ 0	$ 0		$ 55,346	(6)	$ 55,346
Timothy S. McLain	$ 30,750	$ 24,153	$ 0		$ 0		$ 54,903
Dr. Charles W. Noble, Sr.	$ 22,200	$ 28,179	$ 0		$ 1,631	(3)	$ 52,010
John J. O'Neill	$ 33,750	$ 28,179	$ 0		$ 18,644	(3)	$ 80,573
Robert E. O'Neill	$ 27,675	$ 28,179	$ 0		$ 165	(3)	$ 56,019
Rick R. Taylor	$ 19,950	$ 24,153	$ 0		$ 440	(3)	$ 44,543
Sarah Reese Wallace (7)	$ 14,800	$ 0	$ 0		$ 0		$ 14,800
Leon Zazworsky	$ 73,650	$ 28,179	$ 0		$ 389	(3)	$ 102,218

(1) C. Daniel DeLawder, who served as Park's Chairman of the Board and Chief Executive Officer throughout the 2013 fiscal year, and David L. Trautman, who served as Park's President and Secretary throughout the 2013 fiscal year, are not included in this table as they are executive officers of Park and Park National Bank and thus receive no compensation for their services as directors. The compensation received by Messrs. DeLawder and Trautman as executive officers of Park and Park National Bank is shown in the "Summary Compensation Table for 2013" beginning on page 53.

(2) Represents the closing price of Park's common shares on NYSE MKT on October 28, 2013 ($80.51) times the number of common shares granted on that date in the form of an annual retainer

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under the 2013 LTIP. This amount also represents the grant date fair value of the common shares awarded computed in accordance with FASB ASC Topic 718. The following individuals received an aggregate of 350 common shares of Park as an annual retainer: Donna M. Alvarado; F. William Englefield IV; Stephen J. Kambeitz; Timothy S. McLain; Dr. Charles W. Noble, Sr.; John J. O'Neill; Robert E. O'Neill; and Leon Zazworsky. Maureen Buchwald; Timothy S. McLain; and Rick R. Taylor received an aggregate of 300 common shares as an annual retainer.

(3) Reflects the amount of premium deemed to have been paid on behalf of the named individual under the split-dollar life insurance policy maintained on his or her behalf.

(4) During the 2013 fiscal year, earnings in the amount of $9,488 were accrued in respect of the cumulative amount which has been deferred for Mr. Egger's account under the Security National Bank and Trust Co. Second Amended and Restated 1988 Deferred Compensation Plan (the "Security Deferred Compensation Plan"). The proceeds of Mr. Egger's deferred compensation account will be distributed to him in cash upon the termination of his service on the Board of Directors of the Security National Bank Division. As of December 31, 2013, the cumulative amount accrued for Mr. Egger's account under the Security Deferred Compensation Plan was $829,212.

The aggregate change in the actuarial present value of Mr. Egger's accumulated benefits under the Park Pension Plan and the terms of his employment agreement providing for an annual supplemental retirement benefit, determined using interest rate and mortality rate assumptions consistent with those in Park's consolidated financial statements, decreased by $204,774 during the 2013 fiscal year. During the 2013 fiscal year, Mr. Egger received pension benefits under the Park Pension Plan in the aggregate amount of $75,826 and a supplemental retirement benefit under the terms of his employment agreement in the amount of $153,320, which amounts are not included in the amounts shown in this table since these benefits were earned in his capacity as an employee of the Security National Bank Division.

(5) Represents the sum of: (i) $9,488, reflecting the amount of premium deemed to have been paid on behalf of Mr. Egger under the split-dollar life insurance policy maintained on his behalf by the Security National Bank Division; and (ii) $33,000, reflecting the amount he received in his capacity as a non-executive officer employee of the Security National Bank Division during the 2013 fiscal year.

(6) Represents the sum of: (i) $15,714, reflecting the amount of premium deemed to have been paid on behalf of Mr. McConnell under the split-dollar life insurance policy maintained on his behalf by Park National Bank; (ii) $4,569, reflecting the amount of premium deemed to have been paid on behalf of Mr. McConnell under the split-dollar life insurance policy which funds his account under the SERP (and his SERP Agreement); (iii) $33,000, reflecting the amount he received in his capacity as a non-executive officer employee of Park National Bank during the 2013 fiscal year; and (iv) $2,063, representing the contribution to the Park KSOP on Mr. McConnell's behalf to match his 2013 pre-tax elective deferral contributions. During the 2013 fiscal year, Mr. McConnell received an annual targeted benefit under his SERP Agreement of $53,200, which amount is not included in the amounts shown in this table since this benefit was earned in his capacity as executive officer and employee of Park and Park National Bank prior to reaching age 62.

(7) Ms. Wallace resigned as a director of Park and Park National Bank on July 29, 2013.

RATIFICATION OF THE APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

(Proposal 3)

Crowe Horwath LLP, together with its predecessor Crowe Chizek and Company LLC ("Crowe Horwath"), has served as Park's independent registered public accounting firm since March 15, 2006.

Crowe Horwath audited Park's consolidated financial statements as of and for the fiscal year ended December 31, 2013 and the effectiveness of Park's internal control over financial reporting as of December 31, 2013. Representatives of Crowe Horwath are expected to be present at the Annual Meeting, will have the opportunity to make a statement if they desire to do so and are expected to be available to respond to appropriate questions.

The appointment of Park's independent registered public accounting firm is made annually by the Audit Committee. Park has determined to submit the appointment of the independent registered public accounting firm to the shareholders for ratification because of such firm's role in reviewing the quality and integrity of Park's consolidated financial statements and internal control over financial reporting. Before appointing Crowe Horwath, the Audit Committee carefully considered that firm's qualifications as the independent registered public accounting firm for Park and the audit scope.

Recommendation and Vote Required

THE AUDIT COMMITTEE AND YOUR BOARD OF DIRECTORS UNANIMOUSLY RECOMMEND THAT THE SHAREHOLDERS OF PARK VOTE "FOR" THE RATIFICATION OF THE APPOINTMENT OF CROWE HORWATH.

The affirmative vote of a majority of the common shares represented at the Annual Meeting, in person or by proxy, and entitled to vote on the proposal, is required to ratify the appointment of Crowe Horwath as Park's independent registered public accounting firm for the 2014 fiscal year. The effect of an abstention is the same as a vote "AGAINST". Even if the appointment of Crowe Horwath is ratified by the shareholders, the Audit Committee, in its discretion, could decide to terminate the engagement of Crowe Horwath and to engage another firm if the Audit Committee determines such action is necessary or desirable. If the appointment of Crowe Horwath is not ratified, the Audit Committee will reconsider (but may decide to maintain) the appointment.

AUDIT COMMITTEE MATTERS

Report of the Audit Committee for the Fiscal Year Ended December 31, 2013

Role of the Audit Committee, Independent Registered Public Accounting Firm and Management

The Audit Committee consists of six directors, each of whom qualifies as an independent director under the applicable NYSE MKT Rules and SEC Rule 10A 3. The Audit Committee operates under the Audit Committee Charter adopted by Park's Board of Directors. The Audit Committee is responsible for assisting the Board of Directors in the oversight of the accounting and financial reporting processes of Park and Park's subsidiaries. In particular, the Audit Committee assists the Board of Directors in overseeing: (i) the integrity of Park's consolidated financial statements and the effectiveness of Park's internal control over financial reporting; (ii) the legal compliance and ethics programs established by Park's management and the Board of Directors; (iii) the qualifications and independence of Park's independent registered public accounting firm; (iv) the performance of Park's independent registered public accounting firm and Park's Internal Audit Department; and (v) the annual independent audit of Park's consolidated financial statements. The Audit Committee is responsible for the appointment, compensation and oversight of the work of Park's independent registered public accounting firm. Crowe Horwath was appointed to serve as Park's independent registered public accounting firm for the 2013 fiscal year.

During the 2013 fiscal year, the Audit Committee met nine times, and the Audit Committee discussed the interim financial and other information contained in each quarterly earnings announcement and periodic filings with the SEC with Park's management and Crowe Horwath prior to public release.

Park's management has the primary responsibility for the preparation, presentation and integrity of Park's consolidated financial statements, for the appropriateness of the accounting principles and reporting policies that are used by Park and Park's subsidiaries and for the accounting and financial reporting processes, including the establishment and maintenance of adequate systems of disclosure controls and procedures and internal control over financial reporting. Management also has the responsibility for the preparation of an annual report on management's assessment of the effectiveness of Park's internal control over financial reporting. Park's independent registered public accounting firm is responsible for performing an audit of Park's annual consolidated financial statements and Park's internal control over financial reporting in accordance with the standards of the Public Company Accounting Oversight Board (United States) ("PCAOB") and issuing its report thereon based on such audit and for reviewing Park's unaudited interim consolidated financial statements. The Audit Committee's responsibility is to provide independent, objective oversight of these processes.

In discharging its oversight responsibilities, the Audit Committee regularly met with Park's management, Crowe Horwath and Park's internal auditors throughout the year. The Audit Committee often met with each of these groups in executive session. Throughout the relevant period, the Audit Committee had full access to management as well as to Crowe Horwath and Park's internal auditors. To fulfill its responsibilities, the Audit Committee did, among other things, the following:

- reviewed the work performed by Park's Internal Audit Department;
- monitored the progress and results of the testing of internal control over financial reporting pursuant to Section 404 of the Sarbanes-Oxley Act of 2002 and other applicable regulatory requirements, reviewed a report from management and Park's Internal Audit Department regarding the design, operation and effectiveness of internal control over financial reporting, and reviewed an audit report from Crowe Horwath regarding Park's internal control over financial reporting;
- reviewed the audit plan and scope of the audit with Crowe Horwath and discussed with Crowe Horwath the matters required to be discussed by auditing standards generally accepted in the United States, including those described in PCAOB Auditing Standard No. 16;
- reviewed and discussed with management and Crowe Horwath the consolidated financial statements of Park for the 2013 fiscal year;
- reviewed management's representations that those consolidated financial statements were prepared in accordance with accounting principles generally accepted in the United States and fairly present the consolidated results of operations and financial position of Park and Park's subsidiaries;
- received the written disclosures and the letter from Crowe Horwath required by applicable requirements of the Public Company Accounting Oversight Board regarding Crowe Horwath's communications with the Audit Committee concerning independence, and discussed with Crowe Horwath that firm's independence;
- reviewed all audit and non-audit services performed for Park and Park's subsidiaries by Crowe Horwath and considered whether the provision of non-audit services was compatible with maintaining that firm's independence from Park and Park's subsidiaries; and

- discussed with management and Park's Internal Audit Department Park's systems to monitor and manage business risk, and Park's legal and ethical compliance programs.

Management's Representations and Audit Committee Recommendation

Park's management has represented to the Audit Committee that Park's audited consolidated financial statements as of and for the fiscal year ended December 31, 2013, were prepared in accordance with accounting principles generally accepted in the United States, and the Audit Committee has reviewed and discussed those audited consolidated financial statements with management and Crowe Horwath.

Based on the Audit Committee's discussions with Park's management and Crowe Horwath and the Audit Committee's review of the report of Crowe Horwath to the Audit Committee, the Audit Committee recommended to the full Board of Directors that Park's audited consolidated financial statements be included in Park's 2013 Annual Report and incorporated therefrom into Park's Annual Report on Form 10-K for the fiscal year ended December 31, 2013, for filing with the SEC.

Submitted by the members of the Audit Committee:

Stephen J. Kambeitz (Chair)	Timothy S. McLain
Donna M. Alvarado	Dr. Charles W. Noble, Sr.
Maureen Buchwald	Robert E. O'Neill

Pre-Approval of Services Performed by Independent Registered Public Accounting Firm

Under applicable SEC rules, the Audit Committee is required to pre-approve the audit and non-audit services performed by the independent registered public accounting firm employed by Park in order to ensure that those services do not impair that firm's independence from Park. The SEC rules specify the types of non-audit services that an independent registered public accounting firm may not provide to its client and establish the Audit Committee's responsibility for administration of the engagement of the independent registered public accounting firm.

Consistent with the SEC rules, the Audit Committee Charter requires that the Audit Committee review and pre-approve all audit services and permitted non-audit services provided by Park's independent registered public accounting firm to Park or any of Park's subsidiaries. The Audit Committee may delegate pre approval authority to a member of the Audit Committee and, if it does, the decisions of that member must be presented to the full Audit Committee at its next scheduled meeting.

All requests or applications for services to be provided by the independent registered public accounting firm must be submitted to the Audit Committee by both the independent registered public accounting firm and Park's Chief Financial Officer, and must include a joint statement as to whether, in their view, the request or application is consistent with the SEC rules governing the independence of the independent registered public accounting firm.

Fees of Independent Registered Public Accounting Firm

Audit Fees

The aggregate audit fees billed by Crowe Horwath for the 2013 fiscal year and the 2012 fiscal year were approximately $548,500 and $588,000, respectively. These amounts include fees for professional services rendered by Crowe Horwath in connection with the audit of Park's consolidated financial statements and internal control over financial reporting and reviews of the consolidated financial statements included in Park's Quarterly Reports on Form 10 Q. Included in the amount for 2012 is $71,000 related to incremental audit procedures performed as a result of Park's restatement of its audited consolidated financial statements for the 2010 fiscal year and its unaudited consolidated condensed financial statements for the quarterly periods ended March 31, 2011, June 30, 2011 and September 30, 2011.

Audit-Related Fees

The aggregate fees for audit-related services rendered by Crowe Horwath for the 2013 fiscal year were approximately $54,950. This amount includes fees associated with the issuance of a consent in connection with one Registration Statement on Form S-8 filed by Park, fees for audits of the Park Pension Plan and the Park KSOP for the 2013 fiscal year and fees for audits of escrow accounts maintained by the title agency subsidiary of Park.

The aggregate fees for audit-related services rendered by Crowe Horwath for the 2012 fiscal year were approximately $50,800. This amount includes fees associated with the issuance of consents in connection with two Registration Statements on Form S-3 filed by Park, fees related to accounting services provided in connection with the sale of the Vision Bank business, fees for audits of the Park Pension Plan and the Park KSOP for the 2012 fiscal year and fees for audits of escrow accounts maintained by the title agency subsidiary of Park.

Tax Fees

The aggregate fees for tax services rendered by Crowe Horwath for the 2013 fiscal year and the 2012 fiscal year were approximately $66,650 and $72,610, respectively, and primarily pertain to the preparation of federal and state tax returns for Park and Park's subsidiary banks in each year.

All Other Fees

For the 2013 fiscal year, no fees other than those discussed above under "Audit Fees," "Audit-Related Fees" and "Tax Fees" were paid to Crowe Horwath.

For the 2012 fiscal year, the fees pertaining to other services rendered by Crowe Horwath totaled approximately $5,065 and related to other miscellaneous services rendered.

All of the services rendered to Park and Park's subsidiaries by Crowe Horwath for the 2013 fiscal year and the 2012 fiscal year had been pre-approved by the Audit Committee.

SHAREHOLDER PROPOSALS FOR 2015 ANNUAL MEETING

Proposals by shareholders intended to be presented at the 2015 Annual Meeting of Shareholders must be received by the Secretary of Park no later than November 10, 2014, to be eligible for inclusion in Park's proxy, notice of meeting, proxy statement and Notice of Internet Availability of Proxy Materials relating to the 2015 Annual Meeting. Park will not be required to include in its proxy, notice of meeting, proxy statement or Notice of Internet Availability of Proxy Materials, a shareholder proposal that is received after that date or that otherwise fails to meet the requirements for shareholder proposals established by the applicable SEC rules.

The SEC has promulgated rules relating to the exercise of discretionary voting authority under proxies solicited by the Board of Directors. If a shareholder intends to present a proposal at the 2015 Annual Meeting of Shareholders without inclusion of that proposal in Park's proxy materials and written notice of the proposal is not received by the Secretary of Park by January 24, 2015, or if Park meets other requirements of the applicable SEC rules, the proxies solicited by the Board of Directors for use at the 2015 Annual Meeting will confer discretionary authority to vote on the proposal should it then be raised at the 2015 Annual Meeting.

In each case, written notice must be given to Park's Secretary, whose name and address are:

Brady T. Burt
Chief Financial Officer, Secretary and Treasurer
Park National Corporation
50 North Third Street
Post Office Box 3500
Newark, Ohio 43058-3500

Shareholders desiring to nominate candidates for election as directors at the 2015 Annual Meeting must follow the procedures described under the heading "Nominating Procedures" beginning on page 20.

FUTURE ELECTRONIC ACCESS TO PROXY MATERIALS AND ANNUAL REPORT

Registered shareholders can reduce the costs incurred by Park in mailing proxy materials by consenting to receive all future proxy statements, proxy cards, annual reports to shareholders and Notices of Internet Availability of Proxy Materials electronically via electronic mail or the Internet. To register for electronic delivery of future proxy materials, log onto www.parknationalcorp.com and follow the instructions for "Electronic Delivery of Proxy Materials." You will be responsible for any fees or charges you would typically pay for access to the Internet.

OTHER MATTERS

As of the date of this proxy statement, the Board of Directors knows of no matter that will be presented for action by the shareholders at the Annual Meeting other than those matters discussed in this proxy statement. However, if any other matter requiring a vote of the shareholders properly comes before the Annual Meeting, the individuals acting under the proxies solicited by the Board of Directors will vote and act according to their best judgments in light of the conditions then prevailing, to the extent permitted under applicable law.

It is important that your proxy card be completed, signed, dated and returned promptly. If you do not expect to attend the Annual Meeting in person, please complete, sign, date and return your proxy card in the postage-prepaid envelope provided as promptly as possible. Alternatively, refer to the instructions on the proxy card, or in the e-mail sent to you if you registered for electronic delivery of the proxy materials for the Annual Meeting, for details about transmitting your voting instructions via the Internet or by telephone.

By Order of the Board of Directors,

BRADY T. BURT
Chief Financial Officer, Secretary and Treasurer

March 10, 2014

FINANCIAL SERVICES HOLDING COMPANIES INCLUDED IN
$3 BILLION TO $10 BILLION PEER GROUP

Financial Services Holding Company Name	Home Office Location
1st Source Corporation	South Bend, IN
Amarillo National Bancorp, Inc.	Amarillo, TX
Ameris Bancorp	Moultrie, GA
Banc of California, Inc.	Irvine, CA
BancFirst Corporation	Oklahoma City, OK
The Bancorp, Inc	Wilmington, DE
Bangor Bancorp, MHC	Bangor, ME
Bank Leumi Le-Israel Corporation	New York, NY
Bank of the Ozarks, Inc.	Little Rock, AR
Banner Corporation	Walla Walla, WA
BBCN Bancorp, Inc.	Los Angeles, CA
Beal Financial Corporation	Plano, TX
Beneficial SB MHC	Philadelphia, PA
Berkshire Hills Bancorp, Inc.	Pittsfield, MA
Bessemer Group Inc.	New York, NY
BNC Bancorp	High Point, NC
BofI Holding, Inc.	San Diego, CA
Bond Street Holdings, Inc.	Weston, FL
Boston Private Financial Holdings, Inc.	Boston, MA
Bremer Financial Corporation	St. Paul, MN
Brookline Bancorp, Inc.	Boston, MA
BTC Financial Corp.	Des Moines, IA
Cadence Bancorp, LLC	Houston, TX
Capital Bank Financial Corp.	Coral Gables, FL
Capitol Federal Financial, Inc	Topeka, KS
Central Bancompany, Inc.	Jefferson City, MO
Central Pacific Financial Corp.	Honolulu, HI
Century Bancorp, Inc.	Medford, MA
Chemical Financial Corporation	Midland, MI
City Holding Company	Charleston, WV
CM Florida Holdings, Inc.	Coral Gables, FL
Columbia Bank MHC	Fair Lawn, NJ
Columbia Banking System, Inc.	Tacoma, WA
Community Bank System, Inc.	De Witt, NY
Community Trust Bancorp, Inc.	Pikeville, KY
Community Trust Financial Corporation	Ruston, LA
Customers Bancorp, Inc.	Wyomissing, PA
CVB Financial Corp.	Ontario, CA
Dime Community Bancshares, Inc.	Brooklyn, NY
Discount Bancorp, Inc.	New York, NY
Doral Financial Corporation	San Juan, PR
Eagle Bancorp, Inc.	Bethesda, MD
Eastern Bank Corporation	Boston, MA

Explanation of Responses:

Financial Services Holding Company Name	Home Office Location
Enterprise Financial Services Corp	Clayton, MO
First American Bank Corporation	Elk Grove Village, IL
First American Financial Corporation	Santa Ana, CA
First Bancorp	Southern Pines, NC
First Banks, Inc.	Clayton, MO
First Busey Corporation	Champaign, IL
First Citizens Bancorporation, Inc.	Columbia, SC
First Commonwealth Financial Corporation	Indiana, PA
First Financial Bancorp.	Cincinnati, OH
First Financial Bankshares, Inc.	Abilene, TX
First Financial Corporation	Terre Haute, IN
First Financial Holdings, Inc.	Columbia, SC
First Interstate BancSystem, Inc.	Billings, MT
First Merchants Corporation	Muncie, IN
First Midwest Bancorp, Inc.	Itasca, IL
First NBC Bank Holding Company	New Orleans, LA
First Security Bancorp	Searcy, AR
Flagstar Bancorp, Inc.	Troy, MI
Flushing Financial Corporation	Lake Success, NY
Glacier Bancorp, Inc.	Kalispell, MT
Great Southern Bancorp, Inc.	Springfield, MO
Hanmi Financial Corporation	Los Angeles, CA
Heartland Financial USA, Inc.	Dubuque, IA
Hilltop Holdings Inc.	Dallas, TX
Home BancShares, Inc.	Conway, AR
HomeStreet, Inc.	Seattle, WA
Independent Bank Corp.	Rockland, MA
INTRUST Financial Corporation	Wichita, KS
Johnson Financial Group, Inc.	Racine, WI
Kearny MHC	Fairfield, NJ
Lakeland Bancorp, Inc.	Oak Ridge, NJ
Lakeland Financial Corporation	Warsaw, IN
Luther Burbank Corp.	Santa Rosa, CA
MB Financial, Inc.	Chicago, IL
Mercantil Commercebank Holding Corporation	Coral Gables, FL
Midamerica Financial Corporation	Des Moines, IA
Middlesex Bancorp, MHC	Natick, MA
Midland Financial Co.	Oklahoma City, OK
National Americas Holdings LLC	New York, NY
National Bank Holdings Corporation	Greenwood Village, CO
National Penn Bancshares, Inc.	Boyertown, PA
NBT Bancorp Inc.	Norwich, NY
New York Private Bank & Trust Corporation	New York, NY
Northwest Bancshares, Inc.	Warren, PA
Ocean Bankshares, Inc.	Miami, FL
OFG Bancorp	San Juan, PR

Financial Services Holding Company Name	Home Office Location
Old National Bancorp	Evansville, IN
PacWest Bancorp	Los Angeles, CA
Park National Corporation	Newark, OH
Pinnacle Bancorp Inc.	Central City, NE
Pinnacle Financial Partners, Inc.	Nashville, TN
Provident Financial Services, Inc.	Jersey City, NJ
Renasant Corporation	Tupelo, MS
Republic Bancorp, Inc.	Louisville, KY
S&T Bancorp, Inc.	Indiana, PA
Salem Five Bancorp	Salem, MA
Sandy Spring Bancorp, Inc.	Olney, MD
Santander BanCorp	Guaynabo, PR
ServisFirst Bancshares, Inc.	Birmingham, AL
Simmons First National Corporation	Pine Bluff, AR
SKBHC Holdings LLC	Seattle, WA
SNBNY Holdings Limited	New York, NY
Southside Bancshares, Inc.	Tyler, TX
Sterling Bancorp	Montebello, NY
Stifel Financial Corp.	Saint Louis, MO
Sun Bancorp, Inc.	Vineland, NJ
SWS Group, Inc.	Dallas, TX
Talmer Bancorp, Inc.	Troy, MI
Taylor Capital Group, Inc.	Rosemont, IL
Tompkins Financial Corporation	Ithaca, NY
TrustCo Bank Corp NY	Glenville, NY
Union First Market Bankshares Corporation	Richmond, VA
United Bankshares, Inc.	Charleston, WV
United Community Banks, Inc.	Blairsville, GA
Valley View Bancshares, Inc.	Overland Park, KS
ViewPoint Financial Group, Inc	Plano, TX
W.T.B. Financial Corporation	Spokane, WA
Washington Trust Bancorp, Inc.	Westerly, RI
WEDBUSH, Inc.	Los Angeles, CA
WesBanco, Inc.	Wheeling, WV
Westamerica Bancorporation	San Rafael, CA
Western Alliance Bancorporation	Phoenix, AZ
Wilshire Bancorp, Inc.	Los Angeles, CA
Woodforest Financial Group, Inc.	The Woodlands, TX
WSFS Financial Corporation	Wilmington, DE

PARK NATIONAL CORPORATION
50 NORTH THIRD STREET
NEWARK, OH 43055
VOTE BY INTERNET - www.proxyvote.com
Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 p.m., Eastern Daylight Saving Time, on April 27, 2014.
Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

ELECTRONIC DELIVERY OF FUTURE PROXY MATERIALS
If you would like to reduce the costs incurred by Park National Corporation in mailing proxy materials, you can consent to receiving all future proxy statements, proxy cards and annual reports and Notices of Internet Availability of Proxy Materials, as applicable, electronically via e-mail or the Internet. To sign up for electronic delivery, please follow the instructions above to vote using the Internet and, when prompted, indicate that you agree to receive or access proxy materials electronically in future years.

VOTE BY PHONE - 1-800-690-6903
Use any touch-tone telephone to transmit your voting instructions up until 11:59 p.m., Eastern Daylight Saving Time, on April 27, 2014. Have your proxy card in hand when you call and then follow the instructions.

VOTE BY MAIL
Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:
M67183-P47542 KEEP THIS PORTION FOR YOUR RECORDS

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED. DETACH AND RETURN THIS PORTION ONLY
PARK NATIONAL CORPORATION

	For	Against	Abstain
The Board of Directors recommends you vote "FOR" the Board of Directors' nominees in Item 1 and "FOR" each of the proposals in Items 2 and 3:			
1. Election of four directors, each to serve until the 2017 Annual Meeting of Shareholders:			
1a. C. Daniel DeLawder	r	r	r
1b. Harry O. Egger	r	r	r
1c. Stephen J. Kambeitz	r	r	r
1d. Robert E. O'Neill	r	r	r

2.	Advisory resolution to approve the compensation of the Company's named executive officers.	r	r	r
3.	Ratify the appointment of Crowe Horwath LLP as the independent registered public accounting firm of the Company for the fiscal year ending December 31, 2014.	r	r	r

The undersigned shareholder(s) authorize the individuals designated to vote this proxy to vote, in their discretion, to the extent permitted by applicable law, upon such other matters (none known by the Company at the time of solicitation of this proxy) as may properly come before the Annual Meeting.

Please sign exactly as your name appears hereon. The signer hereby revokes all prior proxies given by the signer to vote at the Annual Meeting. Please fill in, sign, date and return this proxy card in the enclosed envelope. When signing as Attorney, Executor, Administrator, Trustee or Guardian, please give full title as such. If shareholder is a corporation, please sign the full corporate name by an authorized officer. If shareholder is a partnership or other entity, an authorized person must sign the entity’s name. Joint owners must each sign individually.

Signature [PLEASE SIGN WITHIN BOX]	Date	Signature (Joint Owners)	Date

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Shareholders of Park National Corporation to be held on Monday, April 28, 2014: Park National Corporation's Notice of the 2014 Annual Meeting of Shareholders, Proxy Statement and 2013 Annual Report are available at www.proxyvote.com.

PARK NATIONAL CORPORATION
Proxy for Annual Meeting of Shareholders
April 28, 2014 at 2:00 p.m., Eastern Daylight Saving Time
This Proxy is solicited on behalf of the Board of Directors

The holder(s) of common shares of Park National Corporation (the "Company") hereby appoint(s) F. William Englefield IV and Leon Zazworsky, and each of them, with power to act without the other and with power of substitution, the proxies of the shareholder(s) and hereby authorize(s) them to attend the Annual Meeting of Shareholders of the Company (the "Annual Meeting") to be held at the offices of The Park National Bank, 50 North Third Street, Newark, Ohio 43055, on Monday, April 28, 2014, at 2:00 p.m., Eastern Daylight Saving Time, and to vote all of the common shares which the shareholder(s) is/are entitled to vote at such Annual Meeting. Where a choice is indicated, the common shares represented by this proxy card, when properly executed and returned, will be voted or not voted as specified. If no choice is indicated, the common shares represented by this proxy card will be voted, to the extent permitted by applicable law, "FOR" the election of the nominees listed in Item 1 as directors of the Company and "FOR" each of the proposals in Items 2 and 3. If any other matters are properly brought before the Annual Meeting, or if a nominee for election as a director named in the Proxy Statement who would have otherwise received the required number of votes is unable to serve or for good cause will not serve, the common shares represented by this proxy card will be voted in the discretion of the individuals designated to vote the common shares represented by this proxy card, to the extent permitted by applicable law, on such matters or for such substitute nominee(s) as the directors of the Company may recommend.

If common shares are allocated to the account of a shareholder under the Park National Corporation Employees' Stock Ownership Plan (the "KSOP"), then the shareholder hereby directs the Trustee of the KSOP to vote all of the common shares of the Company allocated to such account under the KSOP in accordance with the instructions given herein, at the Company's Annual Meeting, on the matters set forth on the reverse side. If no instructions are given, the common shares allocated to the shareholder's account under the KSOP will be voted by the Trustee of the KSOP pro rata in accordance with the instructions received from other participants in the KSOP who have voted.

The shareholder(s) hereby acknowledge(s) receipt of the Notice of Annual Meeting of Shareholders and the related Proxy Statement for the April 28, 2014 Annual Meeting, as well as the Company's 2013 Annual Report.

Continued and to be signed and dated on reverse side