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HANDLER D Form 4	OAVID A									
February 21, 2	2013									
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FORM 4 UNITED STATES SECURITIES AN Washington, I							N OMB Number:	3235-0287		
Check this if no longe subject to Section 16 Form 4 or Form 5 obligations may contin <i>See</i> Instruc	Filed pur Section 17(Expires: January 31, 2005 Estimated average burden hours per response 0.5	
1(b).										
(Print or Type Ro	esponses)									
1. Name and Address of Reporting Person <u>*</u> HANDLER DAVID A			2. Issuer Name and Ticker or Trading Symbol PENN NATIONAL GAMING INC				5. Relationship of Reporting Person(s) to Issuer			
			[PENN	[]			(Check all applicable)			
(Last) (First) (Middle) 825 BERKSHIRE BLVD SUITE 200			3. Date of Earliest Transaction (Month/Day/Year) 02/19/2013				X Director 10% Owner Officer (give title Other (specify below) below)			
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person			
WYOMISSI	NG, PA 19610						Form filed by Person	More than One R	eporting	
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned	
	. Transaction Date Month/Day/Year)	2A. Deeme Execution I any (Month/Da	Date, if	3. Transactio Code (Instr. 8) Code V	4. Securit nAcquired Disposed (Instr. 3, 4)	(A) or of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Reminder: Reno	rt on a separate line	e for each cla	ass of sec				or indirectly			
Kenninger, Kepo			100 01 500		Perso inforn requir	ns who res nation cont red to respo	spond to the colle ained in this form ond unless the fo ntly valid OMB co	n are not rm	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of	8. Pric
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	onof Derivative	Expiration Date	Underlying Securities	Deriva
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Securi

number.

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)		Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)						(Instr.
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Unit	<u>(1)</u>	02/19/2013		А		5,091		(2)	(2)	Common Stock	5,091	\$

Reporting Owners

Reporting Owner Name / Address	Relationships						
1	Director	10% Owner	Officer	Other			
HANDLER DAVID A 825 BERKSHIRE BLVD SUITE 200 WYOMISSING, PA 19610	Х						
Signatures							
/s/Robert S Ippolito as attorney-in-fact Handler	02/	21/2013					
** 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) Upon vesting, the recipient is entitled to a cash payment for each unit equal to the fair market value on the vesting date of one share of the Company's common stock.
- (2) The Phantom Stock Unit is scheduled to vest as follows: 1,273 units on February 19, 2014; 1,273 units on February 19, 2015; 1,273 units on February 19, 2016 and 1,272 units on February 19, 2017.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.