

Burt Brady T  
Form 5/A  
February 01, 2011

**FORM 5**

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

Check this box if  
no longer subject  
to Section 16.  
Form 4 or Form  
5 obligations  
may continue.  
See Instruction  
1(b).  
Form 3 Holdings  
Reported  
Form 4  
Transactions  
Reported

**ANNUAL 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

OMB  
Number: 3235-0362  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 1.0

1. Name and Address of Reporting Person \*  
Burt Brady T

(Last) (First) (Middle)

50 N. THIRD STREET

(Street)

NEWARK, OH 43055

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol

PARK NATIONAL CORP /OH/  
[PRK]

3. Statement for Issuer's Fiscal Year Ended  
(Month/Day/Year)  
12/31/2010

4. If Amendment, Date Original  
Filed(Month/Day/Year)  
01/04/2011

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)  
Chief Accounting Officer

6. Individual or Joint/Group Reporting

(check applicable line)

☒ Form Filed by One Reporting Person  
☐ Form Filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	Â	Â	Â	Â Â Â (A) or (D) Price	1,950.501 (1)	I	KSOP

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

**Persons who respond to the collection of information  
contained in this form are not required to respond unless  
the form displays a currently valid OMB control number.**

SEC 2270  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. D Se (I
					(A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 74.96	Â	Â	Â	Â Â	12/07/2007 12/07/2012	Common Stock	400

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Burt Brady T 50 N. THIRD STREET NEWARK, OH 43055	Â	Â	Â Chief Accounting Officer	Â

## Signatures

David L. Trautman, by Power of Attorney for Brady T.  
Burt 02/01/2011

\_\_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).

Between 1/1/10 and 12/31/10, the Reporting Person acquired 391.336 common shares under the Park National Corp. Employees Stock Ownership Plan (the "KSOP") through Section 401(k) Contributions and Employer Matching Contributions. Between 8/23/07 and 12/31/07 the reporting person acquired 764.72 common shares under the KSOP, reflecting Rollover Contributions, which were reported in the Form 5 filing for year end 12/31/07. No Form 5 was filed for year end 12/31/08 as there were no other transactions for the year. The Form 5 filed for year end 12/31/09 inadvertently omitted the shares from the previous rollover and the reduction in common shares held under the KSOP as a result of the partial refund required to satisfy compliance tests applicable to the KSOP. This amendment of the Form 5 filed 1/4/11 corrects these errors.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.