Burt Brady T Form 4 April 02, 2019

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB 3235-0287

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Form 5 obligations may continue.

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

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Burt Brady T			2. Issuer Name and Ticker or Trading Symbol PARK NATIONAL CORP /OH/ [PRK]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) (First) (Middle) 50 N. THIRD STREET (Street)		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 03/29/2019	Director 10% OwnerX Officer (give title Other (specify below) Chief Financial Officer			
			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			
NEWARK, O	H 43055			Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Own							
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)	and 5)		5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Shares	03/29/2019(1)		A	1,200.69 (1)	A	<u>(1)</u>	1,200.69	D	
Common Shares	03/29/2019		F	364.41	D	\$ 94.75	836.28	D	
Common Shares	03/31/2019(2)		M	669.45 (2)	A	<u>(2)</u>	1,505.73	D	
Common Shares	03/31/2019		F	203.18	D	\$ 94.75	1,302.55	D	
Common Shares							1,180.389	I	Brady T. Burt Managing

Agency Account

Common 5,232.482 (3) I KSOP

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

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transacti Code (Instr. 8)	iorDerivative S Acquired (A Disposed of	5. Number of or 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)	
	,			Code V	7 (A)	(D)	Date Exercisable	Expiration Date	Title	Amoun Numbe Shares	
PBRSUs	<u>(1)</u> <u>(4)</u>	03/29/2019(1)(4)		A	1,200.69	, ,	(1)(4)	(1)(4)	Common Shares	1,200	
PBRSUs	<u>(5)</u>	03/31/2019(5)		M		669.45	(5)	(5)	Common Shares	669.4	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Burt Brady T

50 N. THIRD STREET Chief Financial Officer

NEWARK, OH 43055

Signatures

/s/ Brady T. Burt 04/02/2019

**Signature of Date
Reporting Person

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) Effective March 29, 2019 (the "2016 PBRSU Certification Date"), the Compensation Committee of the Board of Directors of Park National Corporation ("Park") certified the level of achievement with respect to the performance criteria for the three-fiscal-year performance period applicable to performance-based restricted stock units ("PBRSUs") granted to the reporting person effective January 1, 2016. The PBRSUs convert into Park common shares on a one-for-one basis. The PBRSUs earned based on the performance level achieved are also subject to a service-based vesting requirement with 50% vesting (resulting in the right to receive the 1,200.69 common

Reporting Owners 2

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shares shown in the first row in Table I) on the 2016 PBRSU Certification Date and the other 50% to vest on the first anniversary of the 2016 PBRSU Certification Date (shown in the first row in Table II as a derivative security).

- (2) These common shares of Park were acquired upon the satisfaction of a service-based vesting requirement whereby PBRSUs were converted into Park common shares on a one-for-one basis.
- (3) Between January 1 and March 31, 2019, the reporting person acquired 99.597 common shares under the Park National Corporation Employees Stock Ownership Plan (the "KSOP"). The information in this report is based on a plan statement dated as of April 1, 2019.
- These PBRSUs were earned based on the performance level achieved as described in footnote (1) and are also subject to service-based (4) vesting pursuant to which they are to vest on the first anniversary of the 2016 PBRSU Certification Date. Each PBRSU represents the right to receive one Park common share upon satisfaction of the service-based vesting requirement.
- (5) These PBRSUs converted into Park common shares on a one-for-one basis upon satisfaction of a service-based vesting requirement on March 31, 2019.

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.