

EGGER HARRY O
Form 4/A
October 22, 2010

FORM 4

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

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
EGGER HARRY O

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 NORTH THIRD STREET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
10/18/2010

Director 10% Owner
 Officer (give title below) Other (specify below)
Vice Chairman

NEWARK, OH 43055
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
10/18/2010

6. Individual or Joint/Group Filing(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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 10/18/2010 | | A | 0 ⁽¹⁾ | A 16,076 | D | |
| Common Stock | | | | | 17,502 | I | Linda L., spouse |
| Common Stock | | | | | 5,714.008 | I | KSOP |
| Common Stock | | | | | 769 | I | Linda Egger IRA @ Merrill Lynch |
| | | | | | 100 | I | |

| | | | | | | | | |
|-----------------|--|--|--|--|-------|--|---|--|
| Common Stock | | | | | | | | Custodial - Linda L. Egger (Spouse) Custodian for Sarah M. Egger, grandchild |
| Common Stock | | | | | 100 | | I | Custodial - Linda L. Egger (Spouse) Custodian for Mitchell H. Egger, grandchild |
| Common Stock | | | | | 1,000 | | I | Linda L. Egger @ Raymond James |

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.

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(9-02)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|--|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V (A) (D) | | |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

EGGER HARRY O
50 NORTH THIRD STREET X Vice Chairman
NEWARK, OH 43055

Signatures

David L. Truatman, by Power of Attorney for Harry O.
Egger 10/22/2010
**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) In July, 2009, the Park National Corporation Board of Directors approved a change in director compensation for Mr. Egger. He was to receive director compensation for serving as director only through June, 2009. This included his shares of stock awarded in October, 2009 for service through June 2009. The 180 shares prepared on 10/18/2010 should not have been issued to Mr. Egger and will be voided.

Remarks:

In July, 2009, the Park National Corporation Board of Directors approved a change in director compensation for Mr. Egger. H
Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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