Wallace Sarah Form 5 January 08, 2010

FORM 5

OMB APPROVAL

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

OMB Number: 3235-0362 Expired: January 31,

no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction

Check this box if

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ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

burden hours per response... 1.0

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported

Form 4 Transactions Reported 30(h) of the Investment Company Act of 1940

| 1. Name and Address of Reporting Person * Wallace Sarah | | | 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) 50 NORTH T | (First) | (Middle) | 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2009 | X Director 10% Owner Officer (give title below) Other (specify below) | | |
| (Street) | | | 4. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Reporting (check applicable line) | | |

NEWARK, OHÂ 43055

_X_Form Filed by One Reporting Person __Form Filed by More than One Reporting Person

| (City) | (State) (Z | Zip) Table | I - Non-Deriv | vative Sec | urities | s Acqui | ired, Disposed o | f, or Beneficial | ly 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. Securit Acquired Disposed (Instr. 3, | (A) of (D |) | 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 | 12/31/2009 | Â | J | 6.79 | A | \$ <u>(1)</u> | 264.7067 | I | DRIP |
| Common Stock | Â | Â | Â | Â | Â | Â | 2,349 | I | Sarah R. Wallace Grantor Trust |
| Common Stock | Â | Â | Â | Â | Â | Â | 180 | D | Â |

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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)

of D

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 | 3. Transaction Date (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative | 6. Date Exerc Expiration Day/ (Month/Day/ | ate | 7. Title Amount Underly Securities | t of ying | 8. Price of Derivative Security (Instr. 5) | |
|---|---|--------------------------------------|---|---|---|--------------------|------------------------------------|--------------|--|--|
| | Derivative Security | | | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | | (Instr. 3 | 3 and 4) | | |
| | | | | (A) (D) | Date Exercisable | Expiration Date | Title N | Number | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|--|---------------|-----------|---------|-------|--|--|--|
| • 5 | Director | 10% Owner | Officer | Other | | | |
| Wallace Sarah 50 NORTH THIRD STREET NEWARK, OH 43055 | ÂX | Â | Â | Â | | | |

Signatures

David L. Trautman, by Power of Attorney for Sarah R. Wallace

01/08/2010

**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) DRIP update

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.

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