

Burke Desiree A.
Form 3
December 01, 2009

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Â Burke Desiree A.

(Last) (First) (Middle)

825 BERKSHIRE BLVD, SUITE 200

(Street)

WYOMISSING,Â PAÂ 19610

(City) (State) (Zip)

1. Title of Security (Instr. 4)

Common Stock

2. Date of Event Requiring Statement

(Month/Day/Year)

12/01/2009

3. Issuer Name **and** Ticker or Trading Symbol
PENN NATIONAL GAMING INC [PENN]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer ☐ Other
(give title below) (specify below)
V. P. and Chief Accounting Off

5. If Amendment, Date Original Filed(Month/Day/Year)

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 Beneficially Owned

2. Amount of Securities Beneficially Owned (Instr. 4)

10,000

3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)

D

4. Nature of Indirect Beneficial Ownership (Instr. 5)

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and Expiration Date (Month/Day/Year)

Date Exercisable

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

Title

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security: Direct (D)

6. Nature of Indirect Beneficial Ownership (Instr. 5)

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		Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Incentive Stock Options (right to buy)	11/14/2009	11/14/2015	Common Stock	12,944	\$ 30.9	D	Â
Non-Qualified Stock Options (right to buy)	11/14/2009	11/14/2015	Common Stock	7,056	\$ 30.9	D	Â
Incentive Stock Options (right to buy)	01/12/2010	01/12/2016	Common Stock	3,019	\$ 33.12	D	Â
Non-Qualified Stock Options (right to buy)	01/12/2007 ⁽¹⁾	01/12/2016	Common Stock	11,981	\$ 33.12	D	Â
Incentive Stock Options (right to buy)	01/02/2011	01/02/2017	Common Stock	2,402	\$ 41.62	D	Â
Non-Qualified Stock Options (right to buy)	01/02/2008 ⁽¹⁾	01/02/2017	Common Stock	22,598	\$ 41.62	D	Â
Incentive Stock Options (right to buy)	07/08/2012	07/08/2018	Common Stock	3,347	\$ 29.87	D	Â
Non-Qualified Stock Options (right to buy)	07/08/2009 ⁽¹⁾	07/08/2018	Common Stock	21,653	\$ 29.87	D	Â
Non-Qualified Stock Options (right to buy)	01/02/2010 ⁽¹⁾	01/01/2016	Common Stock	25,000	\$ 21.38	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Burke Desiree A. 825 BERKSHIRE BLVD, SUITE 200 WYOMISSING, PA 19610	Â	Â	Â V. P. and Chief Accounting Off	Â

Signatures

/s/Robert S. Ippolito as attorney-in-fact for Desiree A.
Burke 12/01/2009

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) Vesting over 4 years at 25% a year on the anniversary of the date of grant.

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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