

Burt Brady T  
 Form 5/A  
 February 01, 2011

# FORM 5

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

OMB APPROVAL

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

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

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)

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

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

**50 N. THIRD STREET**  
 (Street)

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

6. Individual or Joint/Group Reporting  
 (check applicable line)

**NEWARK, OH 43055**

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

(City) (State) (Zip)

**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 Ownership (Instr. 4)
Common Stock				(A) Amount (D) Price	1,950.501 (1)	I	KSOP

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

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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. 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.