**DELAWDER DAN** 

Form 5

January 11, 2006

### FORM 5

#### **OMB APPROVAL**

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

OMB Number: 3235-0362 January 31,

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

Check this box if

Expires: 2005
FICIAL Estimated average burden hours per

5. Relationship of Reporting Person(s) to

# ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

burden hours per response... 1.0

See Instruction
1(b). 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

30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

Transactions Reported

1. Name and Address of Reporting Person \*

DELAWDE	Symbol PARK [PRK]	PARK NATIONAL CORP /OH/				Issuer (Check all applicable)				
(Last)		(Month/ 12/31/2	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2005			led	_X_ Director 10% Owner X Officer (give title Other (specify below)			
50 NORTH	THIRD STREET	Γ					Chairman & CEO			
		4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Reporting				
							(check applicable line)			
NEWARK,	OH 43055						_X_ Form Filed by Form Filed by Person			
(City)	(State)	(Zip) Tab	ole I - Non-Der	ivative Se	curitie	es Acqu	iired, Disposed o	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	e 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	6. Ownership Form: Direct (D) or Indirect (I)	Indirect Beneficial Ownership	
				Amount	(A) or (D)	Price	of Issuer's (Instr. 4 Fiscal Year (Instr. 3 and 4)		(Instr. 4)	
Common Stock	Â	Â	Â	Â	Â	Â	52,687	D	Â	
Common Stock	Â	Â	Â	Â	Â	Â	41,648	I	Diane S., spouse	
Common Stock	Â	Â	Â	Â	Â	Â	9,569.4297	I	KSOP	
Common Stock	Â	Â	Â	Â	Â	Â	0	I	Matt, son	

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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)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)		4. Transaction Code (Instr. 8)	Secu Acqu (A)	vative urities uired or oosed O) rr. 3,	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 79.4	Â	Â	Â	Â	Â	01/22/2001	01/22/2006	Common Stock	1,259
Stock Option	\$ 84.29	Â	Â	Â	Â	Â	01/01/2002	06/25/2006	Common Stock	1,134
Stock Option	\$ 87.76	Â	Â	Â	Â	Â	01/01/2003	06/06/2007	Common Stock	1,139
Stock Option	\$ 93.24	Â	Â	Â	Â	Â	05/10/2002	05/10/2007	Common Stock	47
Stock Option	\$ 107.62	Â	Â	Â	Â	Â	02/28/2004	02/28/2009	Common Stock	928
Stock Option	\$ 107.85	Â	Â	Â	Â	Â	06/21/2005	06/21/2010	Common Stock	900

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
DELAWDER DAN							
50 NORTH THIRD STREET	ÂΧ	Â	Chairman & CEO	Â			
NEWARK, OH 43055							

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### **Signatures**

David L. Trautman, by Power of Attorney for C. Daniel DeLawder

01/11/2006

\*\*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) Matt is no longer a minor child living in Mr. DeLawder's household.

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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