PHILLIPS WILLIAM A

Form 5

January 07, 2009

FORM 5

OMB APPROVAL

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

OMB 3235-0362 Number:

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

Check this box if

January 31, Expires: 2005 Estimated average

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, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940

Form 4

Transactions Reported

Name and Ad- PHILLIPS W	*	ting Person *	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) 12/31/2008	X Director 10% Owner X Officer (give title Other (specify below) Chairman Century National Bank			
(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

(City)	(State)	(Zip) Tabl	e I - Non-Der	ivative Se	curitie	es Acqu	ired, Disposed o	of, or Beneficia	lly 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. Securi Acquired Disposed (Instr. 3,	(A) of (D) 4 and (A) or))	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	Â	Â	Â	Â	Â	Â	3,534	D	Â
Common Stock (1)	Â	Â	Â	Â	Â	Â	2,532.546	I	KSOP
Common Stock	Â	Â	Â	Â	Â	Â	1,491	I	IRA
Common Stock (2)	Â	Â	Â	Â	Â	Â	417	I	William A. Phillips Raymond

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James Common Sharon, Â Â 3,858 I Stock Joint spouse Reminder: Report on a separate line for each class of Persons who respond to the collection of information **SEC 2270** securities beneficially owned directly or indirectly. contained in this form are not required to respond unless (9-02)the form displays a currently valid OMB control number.

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)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	.	ate	Amor Unde Secur	le and unt of rlying rities : 3 and 4)	8. Price of Derivative Security (Instr. 5)
				(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

E

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

PHILLIPS WILLIAM A

50 NORTH THIRD STREET Â X Â Â Chairman Century National Bank Â

NEWARK, OHÂ 43055

Signatures

David L. Trautman, by Power of Attorney for William A.
Phillips

01/06/2009

**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) KSOP update
- (2) Created a new line item to report the transfer of 417 shares from the Direct line to a Raymond James account.

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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