

CARLINO PETER M
Form 4
November 14, 2011

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
CARLINO PETER M

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
825 BERKSHIRE BLVD SUITE 200
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/09/2011

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman & CEO

WYOMISSING, PA 19610

4. 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

(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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	10/31/2011		G	V 301,535 (1) D \$ 0	1,006,356	D	
Common Stock	10/31/2011		G	V 301,535 (1) A \$ 0	1,307,891	D	
Common Stock	11/09/2011		F	8,130 D \$ 35.33	1,299,761 (2) (3) (4) (5) (6)	D	

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

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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)	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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CARLINO PETER M 825 BERKSHIRE BLVD SUITE 200 WYOMISSING, PA 19610	X		Chairman & CEO	

Signatures

/s/Robert S Ippolito as attorney-in-fact for Peter M. Carlino

11/14/2011

**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).

(1) On 10/31/2011, 139216 shares were transferred to trusts for each the remainderman of the 2008 Grantor Retained Annuity Trust No. 2 of Peter M. Carlino dtd 11/20/2008 and 162319 shares were transferred to trusts for each of the remainderman of the 2008 GRAT of Marshia W. Carlino dtd 11/20/2008. Mr. Carlino, as the Trustee of each of the trusts for the remainderman, is deemed the indirect beneficial owner of the shares owned by the trusts for the remainderman. See footnotes (4) and (5) below.

(2) The reporting person is also the indirect beneficial owner of (a) 7,548,290 shares which are owned by the Carlino Family Trust a 10% owner of the issuer of which Peter M. Carlino is a Trustee; and (b) 173,022 shares, which are owned by The Trust for Gary Gilbert, of which Peter M. Carlino is a Trustee. Peter M. Carlino disclaims beneficial ownership of the shares owned by each of the Carlino Family Trust and The Trust for Gary Gilbert, and this report should not be deemed an admission that Peter M. Carlino is the beneficial owner of such securities for the purpose of section 16 or any other purpose.

(3) The reporting person is also the indirect beneficial owner of (a) 231,380 shares owned by a Grantor Retained Annuity Trust (a GRAT) executed by Peter M. Carlino on 9/23/05; and (b) 21,659 shares owned by a GRAT executed by Peter M. Carlino on 5/19/06. Mr. Carlino is the Trustee of each of the GRATs. Mr. Carlino disclaims beneficial ownership of the shares owned by all of the GRATs, and this report should not be deemed an admission that Peter M. Carlino is the beneficial owner of such securities for purposes of Section 16 or any other purpose.

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The reporting person is also the indirect beneficial owner by reason of his status as the Trustee of each of the following trusts under the 2008 Grantor Retained Annuity Trust No. 2 of Peter M. Carlino dtd 11/20/2008: (a) f/b/o Peter W. Carlino (34,804 shares), (b) f/b/o

(4) Christopher P. Carlino (34,804 shares) (c) f/b/o Kelly E. Masano (34,804 shares) and (d) f/b/o Kathleen J. Schippers (34,804 shares). Mr. Carlino disclaims beneficial ownership of the shares owned by all of these trusts, and this report should not be deemed an admission that Peter M. Carlino is the beneficial owner of such securities for purposes of Section 16 or any other purpose.

The reporting person is also the indirect beneficial owner by reason of his status as the Trustee of each of the following trusts under the 2008 GRAT of Marshia W. Carlino dtd 11/20/2008: (a) f/b/o Peter W. Carlino (40,580 shares), (b) f/b/o Christopher P. Carlino (40,579

(5) shares) (c) f/b/o Kelly E. Masano (40,580 shares) and (d) f/b/o Kathleen J. Schippers (40,580 shares). Mr. Carlino disclaims beneficial ownership of the shares owned by all of these trusts, and this report should not be deemed an admission that Peter M. Carlino is the beneficial owner of such securities for purposes of Section 16 or any other purpose.

- (6) Mr. Carlino and his wife, Marshia W. Carlino, are joint owners of 1,299,761 of the shares reported as held by him directly. Mr. Carlino is also the indirect beneficial owner of 152,683 shares owned by his wife, Marshia W. Carlino, of which he disclaims beneficial ownership.

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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