

ONEILL ROBERT E

Form 5

February 08, 2019

**FORM 5****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**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

## OMB APPROVAL

OMB  
Number: 3235-0362Expires: January 31,  
2005Estimated average  
burden hours per  
response... 1.01. Name and Address of Reporting Person \*  
ONEILL ROBERT E

(Last) (First) (Middle)

50 N. THIRD STREET

(Street)

NEWARK, OH 43055

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol  
PARK NATIONAL CORP /OH/  
[PRK]3. Statement of Issuer's Fiscal Year Ended  
(Month/Day/Year)  
12/31/20184. If Amendment, Date Original  
Filed(Month/Day/Year)5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Reporting

(check applicable line)

☒ Form Filed by One Reporting Person  
☐ Form Filed by More than One Reporting  
Person**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | (A)<br>or<br>(D) Price |   | 5. Amount of<br>Securities<br>Beneficially<br>Owned at end<br>of Issuer's<br>Fiscal Year<br>(Instr. 3 and<br>4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of Indirect<br>Beneficial Ownership<br>(Instr. 4)               |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------|------------------------|---|-----------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|---------------------------------------------------------------------------|
| Common<br>Shares                      | Â                                       | Â                                                           | Â                                       | Â                                                                          | Â                      | Â | 7,780                                                                                                           | D                                                                       | Â                                                                         |
| Common<br>Shares                      | Â                                       | Â                                                           | Â                                       | Â                                                                          | Â                      | Â | 4,948.6185<br>(1)                                                                                               | I                                                                       | Through DRIP (1)                                                          |
| Common<br>Shares                      | Â                                       | Â                                                           | Â                                       | Â                                                                          | Â                      | Â | 1,000                                                                                                           | I                                                                       | By John J. O'Neill<br>Irrevocable<br>Living Trust FBO<br>Alex O'Neill (2) |

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|                  |   |   |   |   |   |       |   |                                                                                       |
|------------------|---|---|---|---|---|-------|---|---------------------------------------------------------------------------------------|
| Common<br>Shares | Â | Â | Â | Â | Â | 1,000 | I | By John J. O'Neill<br>Irrevocable<br>Living Trust FBO<br>Ellen O'Neill <sup>(3)</sup> |
| Common<br>Shares | Â | Â | Â | Â | Â | 500   | I | Alexa<br>Robinson-O'Neill<br>(spouse)<br>Managing<br>Agency Account<br><u>(4)</u>     |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. of<br>D<br>Se<br>B<br>O<br>E<br>Is<br>Fi<br>(I |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|---------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             |                                      | (A) (D)                                                                                                            | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number<br>of<br>Shares            |

## Reporting Owners

| Reporting Owner Name / Address                            | Relationships                    |
|-----------------------------------------------------------|----------------------------------|
|                                                           | Director 10% Owner Officer Other |
| ONEILL ROBERT E<br>50 N. THIRD STREET<br>NEWARK, OH 43055 | Â X Â Â Â                        |

## Signatures

/s/ Robert E. O'Neill by Brady T. Burt,  
POA 02/08/2019

          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).

Includes an aggregate of 133.6530 common shares of Park National Corporation ("Park") held in the reporting person's account under the

(1) Park National Corporation Dividend Reinvestment Plan (the "DRIP") which were acquired since the most recent reportable transaction date of October 22, 2018 through the remainder of the fiscal year ended December 31, 2018.

The reporting person is a co-trustee of the John J. O'Neill Irrevocable Living Trust FBO Alex O'Neill. A member of the reporting person's immediate family is the beneficiary of this trust. The reporting person disclaims beneficial ownership of the Park common shares in

(2) which he does not have a pecuniary interest, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such Park common shares for purposes of Section 16 of the Securities Exchange Act of 1934 or for any other purpose.

The reporting person is a co-trustee of the John J. O'Neill Irrevocable Living Trust FBO Ellen O'Neill. A member of the reporting person's immediate family is the beneficiary of this trust. The reporting person disclaims beneficial ownership the Park common shares in

(3) which he does not have a pecuniary interest, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such Park common shares for purposes of Section 16 of the Securities Exchange Act of 1934 or for any other purpose.

The reporting person disclaims beneficial ownership of these common shares, and this report shall not be deemed an admission that the

(4) reporting person is the beneficial owner of these common shares for purposes of Section 16 of the Securities Exchange of Act of 1934 or for any other purpose.

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.