

DELAWDER DAN
Form 4/A
January 07, 2005

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 *
DELAWDER DAN

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)
50 NORTH THIRD STREET
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/31/2004

Director 10% Owner
 Officer (give title below) Other (specify below)
President and CEO

NEWARK, OH 43055
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
01/03/2005

6. Individual or Joint/Group Filing(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 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	12/31/2004		J		2,464	A	11	51,754	D	
Common Stock	12/31/2004		J		1,983	A	11	41,648	I	Diane S., spouse
Common Stock	12/31/2004		J		431.7689	A	11	9,061.1437	I	KSOP
Common Stock	12/31/2004		P		150	A	\$ 135.5	1,798	I	Matt, son
Common Stock	12/31/2004		J		141.43	A	11	440.7945	I	Matt, DRIP

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

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(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)	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 Underlying Security (Instr. 3 and 4)
Stock Option	\$ 79.4 ⁽¹⁾					01/22/2001 01/22/2006	Common Stock	1,259 ⁽¹⁾
Stock Option	\$ 84.29 ⁽¹⁾					01/01/2002 06/25/2006	Common Stock	1,134 ⁽¹⁾
Stock Option	\$ 87.76 ⁽¹⁾					01/01/2003 06/06/2007	Common Stock	1,139 ⁽¹⁾
Stock Option	\$ 90.48 ⁽¹⁾					05/01/2000 05/01/2005	Common Stock	533 ⁽¹⁾
Stock Option	\$ 93.24 ⁽¹⁾					05/10/2002 05/10/2007	Common Stock	47 ⁽¹⁾
Stock Option	\$ 107.62 ⁽¹⁾					02/28/2004 02/28/2009	Common Stock	928 ⁽¹⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DELAWDER DAN 50 NORTH THIRD STREET NEWARK, OH 43055	X		President and CEO	

Signatures

C. Daniel
DeLawder

01/07/2005

__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) A 5% Stock Dividend was distributed on 12/15/04.

Remarks:

To correct the total amount in KSOP as of 12/31/04.

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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