

PARK NATIONAL CORP /OH/
 Form 4
 April 28, 2008

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 *
CULLERS JAMES J

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)

3. Date of Earliest Transaction (Month/Day/Year)
04/25/2008

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

50 NORTH THIRD STREET

(Street)

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

NEWARK, OH 43055

(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 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	04/28/2008		J		1.3412	A	45.5864	I Spouse-Cust.(B)Leah-gr daughter
Common Stock	04/28/2008		J		1.3412	A	45.5864	I Spouse-Cust.(A)Sophia-daughter
Common Stock	04/28/2008		J		2.1748	A	73.9184	I Custodial(C)Alison-gr. d
Common Stock	04/28/2008		J		2.1826	A	74.1865	I Custodial(B)Maria-gr. d
Common Stock	04/28/2008		J		0.4503	A	15.3066	I Spouse-Emily-gr. daugh

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Common Stock	04/28/2008	J	0.4503	A	(1)	15.3066	I	Spouse-Zoe-gr. daughter
Common Stock	04/28/2008	J	24.5365	A	(2)	828.9009	I	Alice, spouse, IRA Rayn James
Common Stock	04/24/2008	J	2.2491	A	(1)	76.4407	I	Custodial(A)Hanna-gr.d
Common Stock	04/25/2008	S	76.4407	D		\$ 75 0	I	Custodial(A)Hanna-gr.d
Common Stock						3,129	D	
Common Stock						4,695	I	Trust-J.Cullers Profit Sh

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 Beneficially Owned (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CULLERS JAMES J 50 NORTH THIRD STREET NEWARK, OH 43055		X		

Signatures

David L. Trautman, by Power of Attorney for James J.
Cullers

04/28/2008

__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) Update to DRIP

(2) Update to IRA held by Raymond James

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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