

PARK NATIONAL CORP /OH/
Form 4/A
March 15, 2007

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
Sizemore James Daniel

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)
03/09/2007

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

50 NORTH THIRD STREET

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
03/13/2007

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 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 03/09/2007 | | A | 117 | A (1) 117 | I | By Spouse as UGMA custodian for stepdaughter |
| Common Stock | 03/09/2007 | | A | 29,693 | A (2) 29,693 | D | |
| Common Stock | 03/09/2007 | | A | 771 | A (3) 771 | I | By Gulf Shores Investment Group, LLC (4) |

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 1474
(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 Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | 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 |
| Sizemore James Daniel 50 NORTH THIRD STREET NEWARK, OH 43055 | | X | | |

Signatures

David L. Trautman, by Power of Attorney for J. Daniel
Sizemore

03/15/2007

__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) Received in exchange for 474 Vision Shares in connection with the Merger. On the effective date of the Merger, the closing price of the Vision Shares was \$23.30 per share and the closing price of the Park Shares was \$92.25 per share.

(2) Received in exchange for 119,973 shares of Common Stock ("Vision Shares") of Vision Bancshares, Inc. ("Vision") in connection with merger (the "Merger") of Vision into Park National Corporation ("Park"). Each Vision Share was exchanged for 0.2475 common shares of Park (the "Park Shares"). On the effective date of the Merger, the closing price of the Vision Shares was \$23.30 per share and the closing price of the Park Shares was \$92.25 per share.

(3) Received in exchange for 3,118 Vision Shares in connection with the Merger. On the effective date of the Merger, the closing price of the Vision Shares was \$23.30 per share and the closing price of the Park Shares was \$92.25 per share.

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- (4) The reported securities are held by Gulf Shores Investment Group, LLC, a limited liability company of which the reporting person is a member. The reporting person disclaims beneficial ownership of the Park Shares held by Gulf Shores Investment Group, LLC except to the extent of the reporting person's pecuniary interest therein, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities so disclaimed for purposes of Section 16 or for any other purpose.

Remarks:

To report correct transaction code

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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