

PARK NATIONAL CORP /OH/

Form 8-K

April 21, 2008

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
FORM 8-K  
CURRENT REPORT  
Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934  
Date of Report (Date of earliest event reported) April 21, 2008  
Park National Corporation**

(Exact name of registrant as specified in its charter)

Ohio

1-13006

31-1179518

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(IRS Employer  
Identification No.)

50 North Third Street, P.O. Box 3500, Newark, Ohio

43058-3500

(Address of principal executive offices)

(Zip Code)

(740) 349-8451

(Registrant's telephone number, including area code)

Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 2.02 Results of Operations and Financial Condition

On April 21, 2008, Park National Corporation ( Park ) issued a news release (the News Release ) announcing earnings for the three months ended March 31, 2008. A copy of this News Release is included as Exhibit 99.1 and incorporated herein by reference.

Park s management uses certain non-GAAP (generally accepted accounting principles) financial measures to evaluate Park s performance. Specifically, management reviews return on average tangible realized equity, and has included in the News Release information relating to the return on average tangible realized equity for the three-month periods ended March 31, 2008 and 2007. For purposes of calculating this non-GAAP financial measure, net income for each period is divided by average tangible realized equity during the period. Average tangible realized equity equals average stockholders equity during the applicable period less (i) average goodwill and other intangible assets during the period and (ii) average accumulated other comprehensive income (loss), net of taxes, during the period. Management believes that return on average tangible realized equity presents a more accurate view of Park s operating performance and ensures comparability of operating performance from period to period while eliminating certain non-operational effects of acquisitions and unrealized gains and losses arising from mark-to-market accounting for the fair market value of investment securities. In the News Release, Park has provided a reconciliation of average tangible realized equity to average stockholders equity solely for the purpose of complying with SEC Regulation G and not as an indication that return on average tangible realized equity is a substitute for return on average equity as determined in accordance with GAAP.

Item 8.01 Other Events

Declaration of Cash Dividend

As reported in the News Release, on April 21, 2008, the Park Board of Directors declared a \$0.94 per share regular quarterly cash dividend in respect of Park s common shares. The dividend is payable on June 10, 2008 to shareholders of record as of the close of business on May 28, 2008.

Item 9.01 Financial Statements and Exhibits.

- (a) Not applicable
- (b) Not applicable
- (c) Not applicable

(d) Exhibits. The following exhibit is included with this Current Report on Form 8-K:

Exhibit No.	Description
99.1	News Release issued by Park National Corporation on April 21, 2008. [Remainder of page intentionally left blank; signature on following page.]

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

PARK NATIONAL CORPORATION

Dated: April 21, 2008

By: /s/ John W. Kozak  
John W. Kozak  
Chief Financial Officer

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INDEX TO EXHIBITS  
Current Report on Form 8-K  
Dated April 21, 2008  
Park National Corporation

Exhibit No.	Description
99.1	News Release issued by Park National Corporation on April 21, 2008