

PARK NATIONAL CORP /OH/  
Form 8-K  
July 16, 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) July 16, 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 July 16, 2008, Park National Corporation ( Park ) issued a news release (the News Release ) announcing earnings for the three months and six months ended June 30, 2008. A copy of this News Release is included as Exhibit 99.1 and incorporated 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 and six-month periods ended June 30, 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 by GAAP.

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:

<u>Exhibit No.</u>	<u>Description</u>
99.1	News Release issued by Park National Corporation on July 16, 2008. [Remainder of page intentionally left blank; signature on following page.]

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: July 16, 2008

By: /s/ John W. Kozak

John W. Kozak  
Chief Financial Officer

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