FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.	C. 20549
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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

OMB APPROVAL 3235-0287 Estimated average burden hours per response: 0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* Rogers Christopher Byron (Last) (First) (Middle)				2. Issuer Name and Ticker or Trading Symbol PENN NATIONAL GAMING INC PENN PENN									(Che	Direct Office below	olicable) etor er (give title v)		10% Owner Other (specify below)			
RKSHIRE B	SHIRE BLVD.				3. Date of Earliest Transaction (Month/Day/Year) 02/15/2022										EVP and Chief Strategy Officer					
ISSING PA	. 1	9610		4. If Amendment, Date of Original Filed (Month/Day/Year))	Line	Form	vidual or Joint/Group Filing (Check Applicable Form filed by One Reporting Person Form filed by More than One Reporting Person						
(Sta	ate) (Z	Zip)																		
	Table	I - No	n-Deriva	tive S	Secu	rities	Acq	uired,	Dis	posed of	, or E	3ene	ficial	ly Own	ed					
			2. Transaction Date (Month/Day/Year)		2A. Deemed Execution Date, if any (Month/Day/Year)		3. Transaction Code (Instr. 8)		Disposed Of (D) (Instr. 3,			, 4 and Securi Benef Owner		ties cially Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)			
							Code	v	Amount	(A) (D)	or	Price	Transa	ction(s)			(
Common Stock				/2022				A		3,375(1)	A	4	\$ <mark>0</mark>	27,195			D			
Common Stock 02/15				2022				A		928(2)	I	A	\$ <mark>0</mark>	28,123		D				
Common Stock 02/1				′2022				A		1,105(3)	A	4	\$0	29,228		D				
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																				
2. Conversion or Exercise Price of Derivative Security	se (Month/Day/Year) if any (Month/Day/Year)			4. Transaction Code (Instr. 8)		of Deriv Secu Acqu (A) o Dispo of (D (Instr and §	rative rities ired r osed) 1. 3, 4	Expiration Da (Month/Day/Y		te ear) Expiration	Amou or Numb of		str.	erivative ecurity	derivative Securities Beneficiall Owned Following Reported	у	Ownership Form: Direct (D) or Indirect	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
	(Fir RKSHIRE B 2000 ISSING PA (State of Stock	(First) (IRKSHIRE BLVD. 2000 ISSING PA 1 (State) (3 Table Security (Instr. 3) I Stock I Stock I Stock I Stock I Stock I Onversion or Exercise Price of Derivative (Month/Day/Year)	(First) (Middle) RKSHIRE BLVD. 200 ISSING PA 19610 (State) (Zip) Table I - Not Security (Instr. 3) Stock Stock Table II - Conversion or Exercise Price of Derivative Price of Derivative School Stock Table II - 2. (Month/Day/Year) A. Dee Execution of Exercise Price of Derivative School Stock Table II - A. Dee Execution (Month/Day/Year) (Month/Day/Year)	(First) (Middle) RKSHIRE BLVD. 200 ISSING PA 19610 (State) (Zip) Table I - Non-Derivation Date (Month/Date) Stock 02/15/ Table II - Derivation Or Exercise Price of Derivative (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) [Security (Instr. 3) 2. Transaction Date (Fig. 9. pt. 1) 2. Table II - Derivation (Month/Day/Year)	(First) (Middle) RKSHIRE BLVD. (State) (Zip) Table I - Non-Derivative Security (Instr. 3) 2. Transaction Date (Month/Day/Year) Stock 02/15/2022 Table II - Derivative Security (E.g., puts, call any Conversion or Exercise Price of Derivative Security (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 3. Date (Month/Day/Year) 3. Date (E.g., puts, call any Code	(First) (Middle) RKSHIRE BLVD. 2000 ISSING PA 19610 (State) (Zip) Table I - Non-Derivative Security (Instr. 3) 2. Transaction Date (Month/Day/Year) Stock 02/15/2022 Table II - Derivative Security (e.g., puts, calls, v. (Month/Day/Year) Table II - Derivative Security (e.g., puts, calls, v. (Month/Day/Year) 2. Table II - Derivative Security (e.g., puts, calls, v. (Month/Day/Year) Table II - Derivative Security (e.g., puts, calls, v. (Month/Day/Year) Table II - Derivative Security (e.g., puts, calls, v. (Month/Day/Year) Table II - Derivative Security (e.g., puts, calls, v. (Month/Day/Year) Table II - Derivative Security (e.g., puts, calls, v. (Month/Day/Year) Table II - Derivative Security (e.g., puts, calls, v. (Month/Day/Year)	(First) (Middle) RKSHIRE BLVD. 2000 Table I - Non-Derivative Securities Security (Instr. 3) 2. Transaction Date (Month/Day/Year) Stock 02/15/2022 Table II - Derivative Securities (e.g., puts, calls, warrate of Derivative Security (Month/Day/Year) 2. Table II - Derivative Securities (month/Day/Year) 3. Transaction Date (Month/Day/Year) (month/Day/Year) 3. Transaction Date (Imprise Securities A (a. Transaction Code (Instr. 8) 5. Number Security (month/Day/Year) (month/Day/Year) (month/Day/Year) (month/Day/Year)	(First) (Middle) RKSHIRE BLVD. 2000 ISSING PA 19610 (State) (Zip) Table I - Non-Derivative Securities Acq (Month/Day/Year) Stock 02/15/2022 1. Stock 02/15/2022 Table II - Derivative Securities Acqu (e.g., puts, calls, warrants, Code (Instr. 8) 2. Transaction Date, if any (Month/Day/Year) Stock 02/15/2022 Table II - Derivative Securities Acqu (e.g., puts, calls, warrants, Code (Instr. 8) S. Number of Derivative Securities Acqu (e.g., puts, calls, warrants, Code (Instr. 8) S. Number of Derivative Securities Acqu (if any (Month/Day/Year) (Instr. 3, 4 and 5)	(First) (Middle) RKSHIRE BLVD. 200 Table I - Non-Derivative Securities Acquired, Month/Day/Year) Security (Instr. 3) 2. Transaction Date (Month/Day/Year) Stock 02/15/2022 A Table II - Derivative Securities Acquired, Ce.g., puts, calls, warrants, option or Exercise Price of Derivative Security (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Stock 02/15/2022 A Table II - Derivative Securities Acquired, Execution Date (e.g., puts, calls, warrants, option of Exercise Price of Derivative Security (Month/Day/Year) 2. Transaction Oz/15/2022 A Table II - Derivative Securities Acquired, Execution Date (e.g., puts, calls, warrants, option of Exercise Price of Derivative Security (Month/Day/Year) 2. Transaction Oz/15/2022 A Table II - Derivative Securities Acquired, Execution Date (e.g., puts, calls, warrants, option of Execution Date (not) Oz/15/2022 Date Original Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Date Oz/15/2022 Date Oz/15/2022 A Date Of Earliest Transaction (Noz/15/2022) A Table II - Non-Derivative Securities Acquired, Instruction Date (and put of Date (Nonth/Day/Year) (Month/Day/Year) Date Oz/15/2022 Date Oz/15/2022 A Date Oz/15/2022 Da	(First) (Middle) RKSHIRE BLVD. 200 Table I - Non-Derivative Securities Acquired, Dispection of Code (Instr. 8) Security (Instr. 3) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) Stock 1 Stock 2 Conversion or Exercise Price of Derivative Securities Acquired (Month/Day/Year) 2 Conversion or Exercise Price of Derivative Security 2 Conversion or Exercise Price of Derivative Security 3 Date of Earliest Transaction (Month/Day/Year) 2 A. Deemed Execution Date, if any (Month/Day/Year) 4 Conversion or Exercise Price of Date (Month/Day/Year) 2 Conversion of Date (Month/Day/Year) 3 Transaction Date (Month/Day/Year) 3 Transaction Date (Figure 1) 4 Transaction Code (Instr. 8) 5 Number of Expiration Date (Expiration Date of Disposed of (D) (Instr. 3, 4 and 5) Date	Christopher Byron Circuit Circuit Conversion or Exercise Price of Derivative Security Code (Instr. (Month/Day/Year) Code (Instr. (Month/Day/Year	Christopher Byron CFirst (Middle) RKSHIRE BLVD.	Christopher Byron	(First) (Middle) (RKSHIRE BLVD. 2000 Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficial Security (Instr. 3) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Stock 02/15/2022	Christopher Byron	Christopher Byron	Christopher Byron	Christopher Byron		

Explanation of Responses:

- 1. Restricted stock credited to the Reporting Person from a performance shares award granted in 2019 due to the achievement of the third year's performance goal.
- 2. Restricted stock credited to the Reporting Person from a performance shares award granted in 2020 due to the achievement of the second year's performance goal.
- 3. Restricted stock credited to the Reporting Person from a performance shares award granted in 2021 due to the achievement of the first year's performance goal.

/s/ Cameron Williams,

Attorney-In-Fact for

02/17/2022

Christopher Byron Rogers

** Signature of Reporting Person Date

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

- * 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.