FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL										
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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* SCACCETTI JANE						2. Issuer Name and Ticker or Trading Symbol PENN NATIONAL GAMING INC [PENN]									check all	nship of Report applicable) Pirector	,		
						3. Date of Earliest Transaction (Month/Day/Year) 01/03/2019										Officer (give title elow)	•	Other (specify below)	
(Street) WYOMI (City)	ZOMISSING PA 19610					4. If Amendment, Date of Original Filed (Month/Day/Year) 01/07/2019									ne) X F F	fidual or Joint/Group Filing (Check Applicable Form filed by One Reporting Person Form filed by More than One Reporting Person			
		Tabl	e I - Nor	n-Deriv	ative	Se	curitie	s Ac	quired,	Dis	posed o	f, or	Bene	ficia	ally Ov	vned			
1. Title of Security (Instr. 3) 2. Transac Date (Month/Da						Execution Date,			Transaction Dispose Code (Instr. 5)			rities Acquired (A) ed Of (D) (Instr. 3, 4			nd Se Be Ov	Amount of curities neficially wned Following	For (D)	Ownership rm: Direct or Indirect (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
									Code	v	Amount	unt (A) or (D)		Price	Tra	Reported Transaction(s) (Instr. 3 and 4)			(111501.4)
Common Stock ⁽¹⁾ 01/03/2					3/2019	2019		A		3,085		A	\$()	18,010		D		
Common Stock ⁽²⁾ 01/03/2					/2019				A		12,853		A	\$()	30,863		D	
		Та	ıble II - I						,		sed of, onvertib				y Own	ed			
1. Title of Derivative Security (Instr. 3)	2. Conversior or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deeme Execution if any (Month/Da	Date,		Transaction Code (Instr.		of		6. Date Exercisable a Expiration Date (Month/Day/Year)			le and Amount of Securities Underlying Derivative Security (Instr. and 4) Amount		8. Price Derivati Security (Instr. 5)	ve derivative Securities	у	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					Code	v	(A)	(D)	Date Exercisal		Expiration Date	Title	or Num of Shar	ber					

Explanation of Responses:

- 1. Restricted Stock Award with forfeiture restrictions lapsing on January 3, 2020. The reporting person elected to receive payment of fees for 2019 board and committee service in the form of Restricted Stock. This Form 4 clarifies the amount of the Restricted Stock Award received for board and committee fees and when the forfeiture restrictions lapse for such award. The lapse of forfeiture restrictions was previously reported as three years.
- 2. Restricted Stock Award with forfeiture restrictions lapsing in installments as follows: 4,285 shares on January 3, 2020; 4,284 shares on January 2, 2021 and 4,284 shares on January 3, 2022. The reporting person elected to receive payment of the 2019 annual equity award to directors in the form of Restricted Stock

Christopher Rogers as attorney-in-fact for Jane

Scaccetti

** Signature of Reporting Person Date

01/14/2019

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.

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