

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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* <u>EDENS WESLEY R</u> (Last) (First) (Middle) <u>C/O FORTRESS INVESTMENT GROUP LLC</u> <u>1345 AVENUE OF THE AMERICAS,</u> <u>46TH FLOOR</u> (Street) <u>NEW YORK NY 10105</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>10/30/2008</u>	3. Issuer Name and Ticker or Trading Symbol <u>PENN NATIONAL GAMING INC [PENN]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) <u>11/10/2008</u> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<u>Common Stock</u>	<u>157,822⁽¹⁾⁽²⁾</u>	<u>I</u>	<u>by PNG HOLDINGS LLC⁽²⁾⁽³⁾</u>

Table II - Derivative Securities Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

Explanation of Responses:

1. See Exhibit 99.1.
2. See Exhibit 99.1.
3. See Exhibit 99.1.

/s/ Wesley R. Edens04/29/2009

** 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 5 (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.

Explanation of Responses:

- (1) On November 10, 2008, 9,750 shares of Series B Preferred Stock of Penn National Gaming, Inc. ("Penn") were reported on Form 3. At that time, 157,822 shares of Penn common stock ("Common Stock") were inadvertently omitted and have been included in this amended Form 3.
- (2) Pursuant to the Stock Purchase Agreement, dated December 26, 2007, by and among PNG Holdings LLC ("PNG Holdings") and the sellers listed on Schedule I thereto, PNG Holdings acquired 202,336 shares of Common Stock. FIG PNG Holdings LLC ("FIG PNG Holdings") has an equity interest in 78% of PNG Holdings and by virtue of such interest has an equity interest in 157,822 shares of Common Stock. FIG PNG Holdings is owned by Fortress Investment Fund V (Fund A) L.P., Fortress Investment Fund V (Fund D) L.P., Fortress Investment Fund V (Fund E) L.P., Fortress Investment Fund V (Coinvestment Fund A) L.P., Fortress Investment Fund V (Coinvestment Fund D) L.P., (collectively, "Fund V ADE Funds"), and Fortress Investment Fund V (Fund B) L.P., Fortress Investment Fund V (Fund C) L.P., Fortress Investment Fund V (Fund F) L.P., Fortress Investment Fund V (Coinvestment Fund B) L.P., Fortress Investment Fund V (Coinvestment Fund C) L.P., Fortress Investment Fund V (Coinvestment Fund F) L.P., (collectively, "Fund V BCF Funds"). Fortress Fund V GP L.P. is the general partner of each of the Fund V ADE Funds, and the general partner of Fortress Fund V GP L.P. is Fortress Fund V GP Holdings Ltd., which is wholly-owned by Fortress Operating Entity II LP ("FOE II"). Fortress Fund V GP (BCF) L.P. is the general partner of each of the Fund V BCF Funds, and the general partner of Fortress Fund V GP (BCF) L.P. is Fortress Fund V GP (BCF) Holdings Ltd., which is wholly-owned by Principal Holdings I LP. FIG LLC is the investment manager of Fund V ADE Funds and Fund V BCF Funds, and is wholly-owned by Fortress Operating Entity I LP ("FOE I"). FIG Corp. is the general partner of FOE I and FOE II. FIG Asset Co. LLC is the general partner of Principal Holdings I LP. Fortress Investment Group LLC ("Fortress") wholly owns each of FIG Corp. and FIG Asset Co. LLC. Wesley R. Edens owns approximately 18% of Fortress as of April 1, 2009.
- (3) By virtue of his indirect interest in PNG Holdings, Mr. Edens may be deemed to beneficially own the shares listed in this report as beneficially owned by PNG Holdings. Mr. Edens disclaims beneficial ownership of all reported shares except to the extent of his pecuniary interest therein and the inclusion of the shares in this report shall not be deemed to be an admission of beneficial ownership of all of the reported shares for purposes of Section 16 of the Securities Exchange Act of 1934, or otherwise.