

**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>Burke Thomas</u>  (Last) (First) (Middle) 825 BERKSHIRE BLVD SUITE 200  (Street) WYOMISSING PA 19610  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 01/01/2009	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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>SR VP-Regional Operations</u>	5. If Amendment, Date of Original Filed (Month/Day/Year)  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)
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**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			
Incentive Stock Options (right to buy)	11/01/2003	11/01/2009	Common Stock	24,232	10.195	D	
Non-Qualified Stock Option (right to buy)	11/01/2006	11/01/2012	Common Stock	768	10.195	D	
Incentive Stock Option (right to buy)	10/31/2004	10/31/2010	Common Stock	7,500	11.875	D	
Non-Qualified Stock Options (right to buy)	10/31/2004	10/31/2013	Common Stock	12,500	11.875	D	
Non-Qualified Stock Options (right to buy)	10/17/2005	10/17/2014	Common Stock	30,000	21.075	D	
Incentive Stock Options (right to buy)	08/04/2007 <sup>(1)</sup>	08/04/2016	Common Stock	5,000	33.71	D	
Non-Qualified Stock Options (right to buy)	08/04/2007 <sup>(1)</sup>	08/04/2016	Common Stock	5,000	33.71	D	
Incentive Stock Options (right to buy)	01/02/2008 <sup>(1)</sup>	01/02/2017	Common Stock	2,004	41.62	D	
Non-Qualified Stock Options (right to buy)	01/02/2008 <sup>(1)</sup>	01/02/2017	Common Stock	2,996	41.62	D	
Incentive Stock Options (right to buy)	07/08/2009 <sup>(1)</sup>	07/08/2018	Common Stock	4,108	29.87	D	
Non-Qualified Stock Options (right to buy)	07/08/2009 <sup>(1)</sup>	07/08/2018	Common Stock	5,892	29.87	D	
Incentive Stock Options (right to buy)	10/06/2012	10/06/2015	Common Stock	1,264	20.03	D	
Non-Qualified Stock Options (right to buy)	10/06/2009 <sup>(1)</sup>	10/06/2015	Common Stock	13,736	20.03	D	

**Explanation of Responses:**

1. Vests over 4 years at 25% a year on the anniversary of the date of grant.

/s/ Robert S. Ippolito as  
attorney-in-fact for Thomas      01/06/2009  
Burke

\*\* 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.

**POWER OF ATTORNEY**  
**For Executing Forms, 3, 4 and 5**

Know all persons by these presents, that the undersigned hereby constitutes and appoints William J. Clifford, Robert S. Ippolito and Jordan B. Savitch, and each of them, his true and lawful attorney-in-fact to:

- (1) prepare and/or execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Penn National Gaming, Inc. (the "Company"), Forms 3, 4 and 5 to report transactions in the Company's securities reportable by the undersigned in accordance with the provisions of Section 16(a) of the Securities Exchange Act of 1934, as amended, and the rules promulgated thereunder; and
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete the preparation, execution and timely filing of any such Form 3, 4 or 5, and any amendment thereto, with the United States Securities and Exchange Commission and any other authority, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in his discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform all and every act and thing whatsoever, necessary and proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as such attorney-in-fact might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or his substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934, as amended.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms, 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 5th day of January, 2009.

/s/ Thomas P. Burke  
Signature

Thomas P. Burke  
Print Name