

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL	
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1. Name and Address of Reporting Person* <u>Sottosanti Carl</u> (Last) (First) (Middle) 825 BERKSHIRE BLVD, SUITE 200 (Street) WYOMISSING PA 19610 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>PENN NATIONAL GAMING INC [PENN]</u>	5. 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>EVP,Gen Counsel & Secretary</u>
	3. Date of Earliest Transaction (Month/Day/Year) 02/18/2020	
	4. 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 Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock ⁽¹⁾	02/18/2020		A		4,480	A	\$0	60,880	D	
Common Stock	02/18/2020		F		6,018	D	\$36.87	54,862	D	
Common Stock ⁽²⁾	02/18/2020		A		6,238	A	\$0	61,100	D	
Common Stock ⁽³⁾	02/18/2020		A		9,972	A	\$0	71,072	D	

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Phantom Stock Units	(4)	02/18/2020		A		9,972		(4)	(4)	Common Stock	9,972	(4)	9,972	D	

Explanation of Responses:

- Restricted stock credited to the Reporting Person from a performance shares award granted in 2017 due to the achievement of the third year's performance goal. The forfeiture restrictions for all credited restricted stock pursuant to the performance shares award granted in 2017 lapsed on February 18, 2020, the date the achievement of the performance goal for the third performance period was determined.
- Restricted stock credited to the Reporting Person from a performance shares award granted in 2018 due to the achievement of the second year's performance goal, which restricted stock remains subject to forfeiture for three years following the grant date.
- Restricted stock credited to the Reporting Person from a performance shares award granted in 2019 due to the achievement of the first year's performance goals, which restricted stock remains subject to forfeiture for three years following the grant date.
- Phantom stock units credited to the Reporting Person from a performance shares award granted in 2019 due to the achievement of the first year's performance goals, which phantom stock units remain subject to forfeiture for three years following the grant date.

/s/ Elliot Hoops as attorney-in-fact for Carl Sottosanti 02/20/2020

** 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.