Snyder Steven T. Form 3 January 06, 2009

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, response...
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement PENN NATIONAL GAMING INC [PENN] Snyder Steven T. (Month/Day/Year) 01/01/2009 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) 825 BERKSHIRE BLVD, SUITE (Check all applicable) 200 (Street) 6. Individual or Joint/Group 10% Owner Director _X__ Officer Other Filing(Check Applicable Line) (give title below) (specify below) _X_ Form filed by One Reporting SR VP-Corp Development Person WYOMISSING, PAÂ 19610 Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 4. Nature of Indirect Beneficial 1. Title of Security 2. Amount of Securities Beneficially Owned Ownership Ownership (Instr. 4) (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect (I) (Instr. 5) Â Common Stock 40,000 D Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) owned directly or indirectly. 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 control number.

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

1. Title of Derivative Security (Instr. 4)	Derivative Security 2. Date Exercisable and Expiration Date (Month/Day/Year)		4. Conversion or Exercise Price of	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Title	Derivative Security	Security:	

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		Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Incentive Stock Options (right to buy)	06/09/2005	06/09/2010	Common Stock	17,056	\$ 8.095	D	Â
Non-Qualified Stock Option (right to buy)	06/09/2007	06/09/2010	Common Stock	72,944	\$ 8.095	D	Â
Incentive Stock Option (right to buy)	01/29/2008	01/29/2011	Common Stock	24,690	\$ 12.15	D	Â
Non-Qualified Stock Options (right to buy)	01/29/2005	01/29/2011	Common Stock	45,310	\$ 12.15	D	Â
Incentive Stock Options (right to buy)	01/06/2009	01/06/2015	Common Stock	3,422	\$ 29.22	D	Â
Non-Qualified Stock Options (right to buy)	01/06/2009	01/06/2015	Common Stock	136,578	\$ 29.22	D	Â
Incentive Stock Options (right to buy)	01/12/2010	01/12/2016	Common Stock	3,019	\$ 33.12	D	Â
Non-Qualified Stock Options (right to buy)	01/12/2007(1)	01/12/2016	Common Stock	66,981	\$ 33.12	D	Â
Incentive Stock Options (right to buy)	01/02/2011	01/02/2017	Common Stock	2,402	\$ 41.62	D	Â
Non-Qualified Stock Options (right to buy)	01/02/2008(1)	01/02/2017	Common Stock	67,598	\$ 41.62	D	Â
Incentive Stock Options (right to buy)	07/08/2012	07/08/2018	Common Stock	3,347	\$ 29.87	D	Â
Non-Qualified Stock Options (right to buy)	07/08/2009(1)	07/08/2018	Common Stock	66,653	\$ 29.87	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships					
reporting of the Funder Funders	Director	10% Owner	Officer	Other		
Snyder Steven T. 825 BERKSHIRE BLVD, SUITE 200 WYOMISSING, PA 19610	Â	Â	SR VP-Corp Development	Â		
Signatures						
/s/ Robert S. Ippolito as attorney-in-fact for Snyder	01/	06/2009				

**Signature of Reporting Person

Reporting Owners 2

Date

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Explanation of Responses:

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

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.