Finamore Jol Form 4	hn									
February 08,	, 2013									
FORM	14									PPROVAL
UNITED STATES SECURITIES AND EACHANGE COMMISSION							0	3235-0287		
Check th	Check this box						Number:	January 31,		
	if no longer STATEMENT OF CHANCES IN BENEFICIAL OWNERSHIP OF						Expires:	2005		
	subject to STATE WERT OF CHARGES IN DEPTETAL OWNERSHIP OF Section 16. SECURITIES							Estimated average burden hours per		
Form 4 o	or								response	•
Form 5 obligatio		•					-	ge Act of 1934,		
may cont	tinue. Section		Public Ut of the In	•	•	· ·		f 1935 or Sectio	n	
See Instru 1(b).	uction	50(II)) of the fit	vestment	Compan	y Ac	1 01 19	+0		
1(0).										
(Print or Type I	Responses)									
1. Name and Address of Reporting Person _ 2. Iss				suer Name and Ticker or Trading				5. Relationship of Reporting Person(s) to		
Finamore John			Symbol	Symbol PENN NATIONAL GAMING INC				Issuer (Check all applicable)		
			[PENN]							
(Last)	(First)	(Middle)		Earliest Tra	ansaction			Director		b Owner
			(Month/D	Vou/Voor)				A Officer (give		ci (specify
825 BERKS	SHIRE BLVD	SUITE 200	(Month/D 02/06/20	-				XOfficer (give below)	below)	
825 BERKS		SUITE 200	02/06/20	013	ta Original	I		below) Sr VP -F	below) Regional Opera	tions
825 BERKS	(Street)	SUITE 200	02/06/20 4. If Ame	013 ndment, Da	-	l		below) Sr VP -F 6. Individual or Jo	below) Regional Opera	tions
825 BERKS		SUITE 200	02/06/20 4. If Ame	013	-	l		below) Sr VP -F 6. Individual or Jo Applicable Line) _X_ Form filed by 0	below) Regional Opera oint/Group Fili One Reporting Po	tions ng(Check erson
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Reminder: Report on a separate line for each class of securities beneficially 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.

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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. Transactic Code (Instr. 8)	5. Number on f 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 Underlying SecuritiesI I I (Instr. 3 and 4)999<	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock	<u>(1)</u>	02/06/2013		М	2,201	02/06/2013	02/06/2013	Common Stock	2,201

Reporting Owners

Reporting Owner Name / Address				
	Director	10% Owner	Officer	Other
Finamore John 825 BERKSHIRE BLVD SUITE 200 WYOMISSING, PA 19610			Sr VP -Regional Operations	
Signatures				
/s/Robert S. Ippolito as attorney-in-fac Finamore	t for John		02/08/2013	
<u>**</u> Signature of Reporting Person			Date	

Explanation of Responses:

* 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).

(1) The recipient receives a cash payment for each unit equal to the fair market value on the vesting date of one share of the Company's Common Stock.

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.