

PENN NATIONAL GAMING INC  
 Form 4  
 June 13, 2008

**FORM 4**

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

OMB APPROVAL

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 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 Person \*  
**CRAMER HAROLD**

2. Issuer Name and Ticker or Trading Symbol  
**PENN NATIONAL GAMING INC  
 [PENN]**

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)  
**825 BERKSHIRE BLVD SUITE 200**  
 (Street)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
**06/11/2008**

Director  10% Owner  
 Officer (give title below)  Other (specify below)

**WYOMISSING, PA 19610**  
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock                    | 06/11/2008                           |  | J                              | V Amount (D) Price<br>12,500 D \$ 0                               | 9,521,104 <sup>(1)</sup> <sub>(2)</sub>   | I  | Held by Trust <sup>(1)</sup>      |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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

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| 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 Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| CRAMER HAROLD<br>825 BERKSHIRE BLVD SUITE 200<br>WYOMISSING, PA 19610 | X             | X         |         |       |

## Signatures

/s/Robert S. Ippolito as attorney-in-fact for Harold Cramer 06/13/2008

\*\*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).
- Shares are owned by The Carlino Family Trust, a greater than ten percent owner of the issuer and indirectly owned by Harold Cramer, Peter D. Carlino, Richard J. Carlino, David E. Carlino and Peter M. Carlino, the trustees of the Carlino Family Trust. The Carlino Family Trust distributed 12,500 shares to a beneficiary of the trust. Harold Cramer is a trustee of The Carlino Family Trust, and has been given, by letter agreement, certain rights with respect to voting and/or dispositions from the trust, and a director of the issuer and is reporting this transaction on behalf of The Carlino Family Trust.
- The reporting person is also the indirect beneficial owner of 502,212 shares owned by a residuary trust for the benefit of Peter D. Carlino and Peter D. Carlino's grandchildren as to which he is a trustee. Mr. Cramer disclaims beneficial ownership of the shares owned by The Carlino Family Trust and the residuary trust, and this report should not be deemed an admission that Harold Cramer is the beneficial owner of such securities for the purpose of section 16 or any other purpose. In addition, Mr. Cramer directly owns 60,000 shares.

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.