

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

SCHEDULE 13G  
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO  
RULES 13d-1(b) (c), and (d) AND AMENDMENTS THERETO FILED  
PURSUANT TO RULE 13d-2(b)  
(Amendment No. 2)(1)

PENN NATIONAL GAMING INC

(Name of issuer)

COMMON STOCK, \$0.01 par value per share

(Title of class of securities)

707569109

(CUSIP number)

December 31, 2000

(Date of event which requires filing of this statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

(Continued on the following pages)

(Page 1 of 8 Pages)

(1)The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 707569109 SCHEDULE 13G Page 2 of 8 Pages

1 NAME OF REPORTING PERSONS  
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

PAR Investment Partners, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)   
(b)

3 SEC USE ONLY

State of Delaware

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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER
		569,600 common stock

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6	SHARED VOTING POWER
	None

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7	SOLE DISPOSITIVE POWER
	569,600 common stock

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8	SHARED DISPOSITIVE POWER
	None

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9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	569,600 common stock

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10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
	<input type="checkbox"/>

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11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
	3.8% common stock

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12	TYPE OF REPORTING PERSON *
	PN

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\* SEE INSTRUCTIONS BEFORE FILLING OUT!

1 NAME OF REPORTING PERSONS  
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

PAR Group, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)   
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER
		569,600 common stock
	6	SHARED VOTING POWER
		None

7	SOLE DISPOSITIVE POWER
	569,600 common stock

8	SHARED DISPOSITIVE POWER
	None

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

569,600 common stock

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

3.8% common stock

12 TYPE OF REPORTING PERSON \*

PN

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

1 NAME OF REPORTING PERSONS  
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

PAR Capital Management, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)   
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER  569,600 common stock
	6	SHARED VOTING POWER  None

7	SOLE DISPOSITIVE POWER  569,600 common stock
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8	SHARED DISPOSITIVE POWER  None
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9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

569,600 common stock

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

3.8% common stock

12 TYPE OF REPORTING PERSON \*

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\* SEE INSTRUCTIONS BEFORE FILLING OUT!

STATEMENT ON SCHEDULE 13G

ITEM 1(a). NAME OF ISSUER:

PENN NATIONAL GAMING INC

ITEM 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

825 Berkshire Blvd. Suite 200  
Wyomissing, PA 19610

ITEM 2(a). NAMES OF PERSON FILING:

Par Investment Partners, L.P.  
Par Group, L.P.  
Par Capital Management, Inc.

ITEM 2(b). BUSINESS MAILING ADDRESS FOR THE PERSON FILING:

Par Capital Management, Inc.  
One Financial Center, Suite 1600  
Boston, MA 02111

ITEM 2(c). CITIZENSHIP:

State of Delaware

ITEM 2(d). TITLE OF CLASS OF SECURITIES:

Common Stock, no par value per share

ITEM 2(e). CUSIP NUMBER:

707569109

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULES 13D-1(B), OR 13D-2(B),  
CHECK WHETHER THE PERSON FILING IS A:

Not Applicable

ITEM 4. OWNERSHIP:

(a) Amount Beneficially Owned: 569,600 common stock

(b) Percent of Class: 3.8% common stock

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote: 569,600 common stock

(ii) shared power to vote or to direct the vote: None

(iii) sole power to dispose or to direct the disposition of: 569,600  
common stock

(iv) shared power to dispose or to direct the disposition of: None

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [X].

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON:

Not Applicable

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY:

Not Applicable

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP:

Not Applicable

ITEM 9. NOTICE OF DISSOLUTION OF GROUP:

Not Applicable

ITEM 10. CERTIFICATION:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 14, 2001

PAR INVESTMENT PARTNERS, L.P.

By: PAR GROUP, L.P.  
its general partner

By: PAR CAPITAL MANAGEMENT, INC.  
its general partner

By: /s/ Frederick S. Downs, Jr.  
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Frederick S. Downs, Jr., Vice President

PAR GROUP, L.P.

By: PAR CAPITAL MANAGEMENT, INC.,  
its general partner

By: /s/ Frederick S. Downs, Jr.  
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Frederick S. Downs, Jr., Vice President

PAR CAPITAL MANAGEMENT, INC.

By: /s/ Frederick S. Downs, Jr.  
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Frederick S. Downs, Jr., Vice President

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, the undersigned agree to the joint filing on behalf of each of them of a statement on Schedule 13G (including amendments thereto) with respect to the Common Stock Penn National Gaming Inc and further agree that this agreement be included as an exhibit to such filing. Each party to the agreement expressly authorizes each other party to file on its behalf any and all amendments to such statement. Each party to this agreement agrees that this joint filing agreement may be signed in counterparts.

In evidence whereof, the undersigned have caused this Agreement to be executed on their behalf this 14th day of February, 2001.

PAR INVESTMENT PARTNERS, L.P.

By: PAR GROUP, L.P.

its general partner

By: PAR CAPITAL MANAGEMENT, INC.

its general partner

By: /s/ Frederick S. Downs, Jr.

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Frederick S. Downs, Jr., Vice President

PAR GROUP, L.P.

By: PAR CAPITAL MANAGEMENT, INC.,

its general partner

By: /s/ Frederick S. Downs, Jr.

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Frederick S. Downs, Jr., Vice President

PAR CAPITAL MANAGEMENT, INC.

By: /s/ Frederick S. Downs, Jr.

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Frederick S. Downs, Jr., Vice President