

**FORM 4**

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

(Print or Type Responses)

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response: . . . 0.5

<p>1. Name and Address of Reporting Person *</p> <p style="text-align: center;"><b>Ippolito Robert S</b></p> <p style="text-align: center;">(Last) (First) (Middle)</p> <p style="text-align: center;"><b>825 Berkshire Boulevard Suite 200</b></p> <p style="text-align: center;">(Street)</p> <p style="text-align: center;"><b>Wyomissing Pa 19610</b></p> <p style="text-align: center;">(City) (State) (Zip)</p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p style="text-align: center;"><b>Penn National Gaming, Inc.</b> <b>PENN</b></p>	<p>4. Statement for (Month/Day/Year)</p> <p style="text-align: center;"><b>02/06/2003</b></p>	<p>6. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p><input type="checkbox"/> Director</p> <p><input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer (give title below)</p> <p>Vice President, Secretary, Treasurer</p> <p><input type="checkbox"/> Other (specify below)</p>	<p>7. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p>
<p>3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)</p>		<p>5. If Amendment, Date of Original (Month/Day/Year)</p>		

**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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
<b>Common Stock</b>								<b>3,700</b>	<b>D</b>	

**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 Underlying Securities (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 of Derivative Securities: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Incentive Stock Option (right to buy)	3.22							08/06/99	08/06/05	Incentive Stock Option (right to buy)	3,000		3,000	D	
Incentive Stock Option (right to buy)	3.44							01/04/00	01/04/06	Incentive Stock Option (right to buy)	5,000		5,000	D	
Incentive Stock Option (right to buy)	4.06							02/08/01	02/08/07	Incentive Stock Option (right to buy)	15,000		15,000	D	
Incentive Stock Option (right to buy)	5.16							01/02/02	01/02/08	Incentive Stock Option (right to buy)	22,500		22,500	D	
Incentive Stock Option (right to buy)	14.84							01/02/03	01/02/09	Incentive Stock Option (right to buy)	13,868		13,868	D	
Incentive Stock Option (right to buy)	15.90	02/06/03		A		6,289		02/06/07	02/06/10	Incentive Stock Option (right to buy)	6,289		6,289	D	
Non-Qualified Stock Option (right to buy)	14.84							01/02/03	01/02/09	Non-Qualified Stock Option (right to buy)	16,132		16,132	D	
Non-Qualified	15.90	02/06/03		A		23,711		02/06/04	02/06/10	Non-Qualified	23,711		23,711	D	

Stock Option (right to buy)										Stock Option (right to buy)					

Explanation of Responses:

/s/ Robert S. Ippolito  
 \*\* Signature of Reporting Person

02/10/03  
 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.

*http://www.sec.gov/divisions/corpfin/forms/form4.htm*  
*Last update: 09/05/2002*