

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person
 Handler, David A
 22 West 15th Street
 New York, NY USA 10011
2. Issuer Name and Ticker or Trading Symbol
 Penn National Gaming, Inc. PENN
3. IRS Identification Number of Reporting Person, if an entity (voluntary)
 ###-##-####
4. Statement for Month/Year
 03/31/00
5. If Amendment, Date of Original (Month/Day/Year)
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
 Director 10% Owner Officer (give title below)
 Other (specify below)
7. 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	2. Transaction Date	3. Code	4. Securities Acquired (A) or Disposed of (D)			5. Amount of Securities Beneficially Owned at End of Year	6. Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership
			Amount	A/D	Price			

Common Stock	3/3/00	M	15000	A	3.333	63895	D	
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Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date	4. Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D)			6. Date Exercisable and Expiration Date		7. Title and Number of Underlying Securities	8. Price of Derivative Security	9. Number of Derivative Securities Beneficially Owned at End of Year	10. Direct (D) or Indirect (I)	11. Nature of Indirect Beneficial Ownership
				Amount	A/D	Price	Exercisable Date	Expiration Date					

Stock Options, (right to buy)	3.333	3/3/00	M	15000	A	8/20/95	8/19/00	Common Stock	15000		20000		
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David Handler
 SIGNATURE OF REPORTING PERSON
 /Signature/
 /s/David Handler
 DATE
 3/31/00