

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person*</b> <u>HANDLER DAVID A</u>  (Last) (First) (Middle) <u>825 BERKSHIRE BLVD SUITE 200</u>  (Street) <u>WYOMISSING PA 19610</u>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>PENN NATIONAL GAMING INC [ PENN ]</u>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> <u>12/31/2008</u>	
	<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>	<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b> <input checked="" type="checkbox"/> 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

**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 Securities Underlying Derivative Security (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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Non-Qualified Stock Option - right to buy	\$7.95	12/31/2008		D <sup>(1)</sup>		45,000		02/06/2007	01/06/2010	Common Stock	45,000	\$0	0	D	
Non-Qualified Stock Option - right to buy	\$7.95	12/31/2008		A <sup>(1)</sup>		45,000		01/01/2012	12/31/2012	Common Stock	45,000	\$0	45,000	D	
Non-Qualified Stock Option - right to buy	\$12.15	12/31/2008		D <sup>(2)</sup>		60,000		01/29/2008	01/29/2011	Common Stock	60,000	\$0	0	D	
Non-Qualified Stock Option - right to buy	\$12.15	12/31/2008		A <sup>(2)</sup>		60,000		01/01/2013	12/31/2013	Common Stock	60,000	\$0	60,000	D	
Non-Qualified Stock Option - right to buy	\$29.22	12/31/2008		D <sup>(3)</sup>		60,000		01/06/2009	01/06/2012	Common Stock	60,000	\$0	0	D	
Non-Qualified Stock Option - right to buy	\$29.22	12/31/2008		A <sup>(3)</sup>		60,000		01/06/2009	01/06/2015	Common Stock	60,000	\$0	60,000	D	
Non-Qualified Stock Option - right to buy	\$33.12	12/31/2008		D <sup>(4)</sup>		30,000		01/12/2007 <sup>(4)</sup>	01/12/2013	Common Stock	30,000	\$0	0	D	
Non-Qualified Stock Option - right to buy	\$33.12	12/31/2008		A <sup>(4)</sup>		30,000		01/12/2007 <sup>(4)</sup>	01/12/2016	Common Stock	30,000	\$0	30,000	D	

**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 Securities Underlying Derivative Security (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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Non-Qualified Stock Option - right to buy	\$41.62	12/31/2008		D <sup>(5)</sup>			30,000	01/02/2008 <sup>(5)</sup>	01/02/2014	Common Stock	30,000	\$0	0	D	
Non-Qualified Stock Option - right to buy	\$41.62	12/31/2008		A <sup>(5)</sup>		30,000		01/02/2008 <sup>(5)</sup>	01/02/2017	Common Stock	30,000	\$0	30,000	D	
Non-Qualified Stock Option - right to buy	\$29.34	12/31/2008		D <sup>(6)</sup>			20,000	08/08/2009 <sup>(6)</sup>	08/08/2015	Common Stock	20,000	\$0	0	D	
Non-Qualified Stock Option - right to buy	\$29.34	12/31/2008		A <sup>(6)</sup>		20,000		08/08/2009 <sup>(6)</sup>	08/08/2018	Common Stock	20,000	\$0	20,000	D	

**Explanation of Responses:**

- The two reported transactions involve an amendment of an outstanding option to extend the expiration date of such option. For purposes of Section 16 reporting, the amendment of the outstanding option constitutes a deemed cancellation of an "old" option and the grant of a "new" replacement option. The option was originally granted on 02/06/2003.
- The two reported transactions involve an amendment of an outstanding option to extend the expiration date of such option. For purposes of Section 16 reporting, the amendment of the outstanding option constitutes a deemed cancellation of an "old" option and the grant of a "new" replacement option. The option was originally granted on 01/29/2004.
- The two reported transactions involve an amendment of an outstanding option to extend the expiration date of such option. For purposes of Section 16 reporting, the amendment of the outstanding option constitutes a deemed cancellation of an "old" option and the grant of a "new" replacement option. The option was originally granted on 01/06/2005.
- The two reported transactions involve an amendment of an outstanding option to extend the expiration date of such option. For purposes of Section 16 reporting, the amendment of the outstanding option constitutes a deemed cancellation of an "old" option and the grant of a "new" replacement option. The option was originally granted on 01/12/2006 and vests over 4 years at 25% on the anniversary of the date of grant.
- The two reported transactions involve an amendment of an outstanding option to extend the expiration date of such option. For purposes of Section 16 reporting, the amendment of the outstanding option constitutes a deemed cancellation of an "old" option and the grant of a "new" replacement option. The option was originally granted on 01/02/2007 and vests over 4 years at 25% on the anniversary of the date of grant.
- The two reported transactions involve an amendment of an outstanding option to extend the expiration date of such option. For purposes of Section 16 reporting, the amendment of the outstanding option constitutes a deemed cancellation of an "old" option and the grant of a "new" replacement option. The option was originally granted on 08/08/2008 and vests over 4 years at 25% on the anniversary of the date of grant.

/s/Robert S. Ippolito as attorney-in-fact for David A. Handler 01/15/2009

\*\* Signature of Reporting Person      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.

**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 Number.**