

PARK NATIONAL CORP /OH/
Form 425
October 27, 2006

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K
CURRENT REPORT

Pursuant to Section 13 OR 15(d) of

The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) October 27, 2006

Vision Bancshares, Inc.

(Exact name of registrant as specified in its charter)

Alabama
(State or other jurisdiction

of incorporation)

000-50719
(Commission

File Number)

63-1230752
(IRS Employer

Identification No.)

2200 Stanford Road, Panama City, FL
(Address of principal executive offices)

32405
(Zip Code)

Registrant's telephone number, including area code (251) 967-4212

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

x Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

.. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

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“ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

“ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 1.01 Entry into a Material Definitive Agreement.

Item 2.02 Results of Operations and Financial Condition.

Item 7.01 Regulation FD Disclosure.

On October 27, 2006, Vision Bancshares, Inc. issued a press release announcing its results of operations for the three-month period ended September 30, 2006.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

99.1 Vision Bancshares, Inc. Press Release dated October 27, 2006

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereto duly authorized.

Dated: October 27, 2006

VISION BANCSHARES, INC.

/s/ William E. Blackmon
By: William E. Blackmon

Its: Chief Financial Officer