

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person* <u>CRAWFORD MATTHEW V</u>			2. Issuer Name and Ticker or Trading Symbol <u>PARK OHIO HOLDINGS CORP [PKOH]</u>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director X 10% Owner X Officer (give title below) Other (specify below) President & COO	
(Last) (First) (Middle) 6065 PARKLAND BLVD.			3. Date of Earliest Transaction (Month/Day/Year) 05/01/2015		6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person	
(Street) CLEVELAND OH 44124			4. If Amendment, Date of Original Filed (Month/Day/Year)			
(City) (State) (Zip)						

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			
Common Stock	05/01/2015		M		25,000	A	\$14.9	948,371	D	
Common Stock	05/01/2015		F		13,596	D	\$46.33	934,775	D	
Common Stock ⁽¹⁾								41,401	I	By First Francis Company, Inc.
Common Stock ⁽²⁾								546,000	I	By Trust
Common Stock ⁽³⁾								300,000	I	By Park Trust
Common Stock ⁽¹⁾								11,700	I	Crawford Capital Company

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	Date Exercisable	Expiration Date					
Employee Stock Option Right to Buy	\$14.9	05/01/2015		M			25,000	(4) 05/02/2015	Common Stock 25,000	\$14.9	0	D	

Explanation of Responses:

- The reporting person is a shareholder of the corporation that owns the reported securities and disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.
- Includes 432,000 shares previously reported by the reporting person as being held equally across three trusts (which shares are actually held in one trust).
- This transaction involved a gift of all of the membership interest in Big Mountain, LLC by the reporting person to Park Trust. As a result of the gift, Park Trust owns all of the membership interest in Big Mountain, LLC, which owns the reported securities. The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the filing of this report is not an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.
- The option vested in three equal installments on 5/2/2006, 5/2/2007 and 5/2/2008.

Remarks:

Linda Kold, Attorney-In-Fact for
Matthew V. Crawford

05/04/2015

** 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.