

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 EDWARD F</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) CEO, COB	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 06/09/2014		6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person	
6065 PARKLAND BLVD.			4. If Amendment, Date of Original Filed (Month/Day/Year)			
(Street)						
CLEVELAND	OH	44124				
(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			

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				
Restricted Stock Units	(1)	06/09/2014		A		104 <sup>(2)</sup>		(3)	(3)	Common Stock	104	\$0	48,574 <sup>(4)</sup>	D	
Restricted Stock Units	(1)	09/02/2014		A		103 <sup>(2)</sup>		(3)	(3)	Common Stock	103	\$0	48,677 <sup>(4)</sup>	D	
Restricted Stock Units	(1)	12/01/2014		A		110 <sup>(2)</sup>		(3)	(3)	Common Stock	110	\$0	48,787 <sup>(4)</sup>	D	
Restricted Stock Units	(1)	03/06/2015		A		107 <sup>(2)</sup>		(3)	(3)	Common Stock	107	\$0	48,894 <sup>(4)</sup>	D	
Restricted Stock Units	(1)	05/29/2015		A		127 <sup>(5)</sup>		(3)	(3)	Common Stock	127	\$0	49,021 <sup>(4)</sup>	D	

## Explanation of Responses:

- Each Restricted Stock Unit ("RSU") represents a right to receive one share of Park-Ohio Holdings Corp. common stock ("Share").
- Reflects additional RSUs pursuant to dividend equivalent sections of the Restricted Stock Units Agreement between the Issuer and the Reporting Person. These dividend equivalent RSUs were inadvertently omitted from earlier filings.
- RSUs are fully vested and will be settled in Shares and delivered to the Reporting Person after separation of service.
- Includes 48,470 RSUs that were initially reported as non-derivative securities on Table 1 of a Form 4 filed by the Reporting Person on September 15, 2008. The RSUs fully vested on September 12, 2008 and will be settled in Shares and delivered to the Reporting Person after his separation from service.
- Reflects additional RSUs granted on May 29, 2015 pursuant to dividend equivalent sections of the Restricted Stock Units Agreement between the Issuer and the Reporting Person.

## Remarks:

Linda Kold, Attorney-In-Fact for  
Edward F. Crawford

06/02/2015

\*\* 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.