

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* |         |          | 2. Issuer Name and Ticker or Trading Symbol              |  | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)                                                                                                                                                        |  |
| <u>CRAWFORD MATTHEW V</u>                |         |          | <u>PARK OHIO HOLDINGS CORP [ PKOH ]</u>                  |  | <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)<br>President & COO |  |
| (Last)                                   | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year)         |  | 6. Individual or Joint/Group Filing (Check Applicable Line)                                                                                                                                                                    |  |
| 6065 PARKLAND BLVD.                      |         |          | 08/15/2016                                               |  |                                                                                                                                                                                                                                |  |
| (Street)                                 |         |          | 4. If Amendment, Date of Original Filed (Month/Day/Year) |  |                                                                                                                                                                                                                                |  |
| CLEVELAND                                | OH      | 44124    |                                                          |  | <input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person                                                                                |  |
| (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                    | 08/15/2016                           |                                                    | S                              |   | 5,000                                                             | D          | \$34.58 | 997,647                                                                                       | D                                                        |                                                       |
| Common Stock                    | 08/15/2016                           |                                                    | S                              |   | 1,502                                                             | D          | \$34.84 | 996,145                                                                                       | D                                                        |                                                       |
| Common Stock                    | 08/16/2016                           |                                                    | S                              |   | 912                                                               | D          | \$34.28 | 995,233                                                                                       | D                                                        |                                                       |
| Common Stock                    | 08/16/2016                           |                                                    | S                              |   | 600                                                               | D          | \$34.03 | 994,633                                                                                       | D                                                        |                                                       |
| Common Stock <sup>(1)</sup>     |                                      |                                                    |                                |   |                                                                   |            |         | 41,401                                                                                        | I                                                        | By First Francis Company, Inc.                        |
| Common Stock                    |                                      |                                                    |                                |   |                                                                   |            |         | 546,000                                                                                       | I                                                        | By Trust                                              |
| Common Stock                    |                                      |                                                    |                                |   |                                                                   |            |         | 300,000                                                                                       | I                                                        | By Park Trust                                         |
| Common Stock <sup>(1)</sup>     |                                      |                                                    |                                |   |                                                                   |            |         | 11,700                                                                                        | I                                                        | By 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) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|----------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------|-----------------------------------------------------------------------------------|--------------------------------------------|----------------------------------------------------------------------------------------------------|-----------------------------------------------------------|--------------------------------------------------------|
|                                            |                                                        |                                      |                                                    |                                |                                                                                        | Date Exercisable                                         | Expiration Date |                                                                                   |                                            |                                                                                                    |                                                           |                                                        |
|                                            |                                                        |                                      |                                                    | Code                           | V                                                                                      | (A)                                                      | (D)             | Amount or Number of Shares                                                        |                                            |                                                                                                    |                                                           |                                                        |

## Explanation of Responses:

1. 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.

## Remarks:

Linda Kold, Attorney-In-Fact for 08/17/2016  
Matthew V. Crawford  
 \*\* 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.