

SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL
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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 *
VILSACK ROBERT D

(Last) (First) (Middle)
6065 PARKLAND BLVD.

(Street)
CLEVELAND OH 44124

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
PARK OHIO HOLDINGS CORP [PKOH]

3. Date of Earliest Transaction (Month/Day/Year)
12/09/2016

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

Director 10% Owner
X Officer (give title below) Other (specify below)
Secretary & General Counsel

6. Individual or Joint/Group Filing (Check Applicable Line)

X 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)	3. V	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)		
Common Stock	12/09/2016		M		2,000	A	\$20	87,544	D	
Common Stock	12/09/2016		S		2,000	D	\$43.3	85,544	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)	4. V	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. (A) (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)	6. Date Exercisable	6. Expiration Date	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	7. Title	7. Amount or Number of Shares	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)
Employee Stock Option Right to Buy	\$20	12/09/2016		M		2,000	(1)	04/12/2017			Common Stock	2,000	\$0	8,000	D		

Explanation of Responses:

1. The option vested in three equal installments on 4/12/2008, 4/12/2009 and 4/12/2010.

Remarks:

Linda Kold, Attorney-In-Fact for
Robert D. Vilsack

** Signature of Reporting Person

12/13/2016

Date