

FORM 4

UNITED STATES SECURITIES AND EXCHANGE
COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Estimated average burden
hours per response: 0.5

☐ 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* FOGARTY PATRICK W	2. Issuer Name and Ticker or Trading Symbol PARK OHIO HOLDINGS CORP [PKOH]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Director Corporate Development
(Last) (First) (Middle) 6065 PARKLAND BLVD.	3. Date of Earliest Transaction (Month/Day/Year) 11/28/2017	
(Street) CLEVELAND OH 44124	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person 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	11/28/2017		M		10,000	A	\$15.61	74,114	D	
Common Stock	11/28/2017		S		5,745	D	\$47	68,369	D	
Common Stock	11/28/2017		S		700	D	\$47.05	67,669	D	
Common Stock	11/28/2017		S		299	D	\$47.15	67,370	D	
Common Stock	11/28/2017		S		3,200	D	\$47	64,170	D	
Common Stock	11/28/2017		S		99	D	\$47.15	64,071	D	
Common Stock	11/29/2017		S		201	D	\$47	63,870	D	
Common Stock	11/29/2017		S		86	D	\$46.85	63,784	D	
Common Stock	11/29/2017		S		1,427	D	\$47	62,357	D	
Common Stock	11/29/2017		S		667	D	\$47.1	61,690	D	
Common Stock	11/29/2017		S		65	D	\$47.2	61,625	D	
Common Stock	11/29/2017		S		200	D	\$47.35	61,425	D	
Common Stock	11/29/2017		S		300	D	\$47.4	61,125	D	
Common Stock	11/29/2017		S		200	D	\$47.55	60,925	D	
Common Stock	11/29/2017		S		211	D	\$47.6	60,714	D	
Common Stock	11/29/2017		S		100	D	\$47.65	60,614	D	
Common Stock ⁽¹⁾								808	I	Individual Account Retirement Plan

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				
Employee Stock Option Right to Buy	\$15.61	11/28/2017		M			10,000	(2)	05/20/2018	Common Stock	10,000	\$0	0	D	

Explanation of Responses:

1. Amount of securities beneficially owned as of November 28, 2017.
2. The option vested in three equal installments on 5/20/2009, 5/20/2010 and 5/20/2011.

Remarks:

Linda Kold, Attorney-In-Fact
for Patrick W. Fogarty 11/30/2017

** 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.