

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* CRAWFORD EDWARD F	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 ☒ Officer (give title below) Other (specify below) President
(Last) (First) (Middle) 6065 PARKLAND BLVD.	3. Date of Earliest Transaction (Month/Day/Year) 05/25/2018	
(Street) CLEVELAND OH 44124	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) ☒ 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	05/25/2018		S		1,000	D	\$40.75	1,616,829	D	
Common Stock ⁽¹⁾								10,650	I	Spouse
Common Stock ⁽²⁾								18,950	I	Individual Account Retirement Plan
Common Stock ⁽³⁾								11,700	I	Crawford Capital Company
Common Stock ⁽³⁾								22,500	I	L'Accent Provence
Common Stock ⁽³⁾								41,401	I	First Francis Company, Inc.

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	(4)	05/29/2018		A		158 ⁽⁵⁾		(6)	(6)	Common Stock	158	\$0	50,995	D	

Explanation of Responses:

1. The reporting person disclaims beneficial ownership of all securities held by his wife and this report shall not be deemed an admission that the reporting person is the beneficial owner of those shares for purposes of Section 16 for any other purpose.

2. Amount of securities beneficially owned as of December 31, 2017.

3. 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.

4. Each Restricted Stock Unit ("RSU") represents a right to receive one share of Park-Ohio Holdings Corp. common stock ("Share").

5. Reflects additional RSUs granted on May 29, 2018 pursuant to dividend equivalent sections of the Restricted Stock Units Agreements between Issuer and the Reporting Person.

6. RSUs are fully vested and will be settled in Shares and delivered to the Reporting Person within 30 days after separation of service.

Remarks:

Linda Kold, Attorney-In-Fact 05/30/2018
for Edward F. Crawford

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

** Signature of Reporting Person Date

* 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.