

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*<br>AULETTA PATRICK V | 2. Issuer Name and Ticker or Trading Symbol<br>PARK OHIO HOLDINGS CORP [ PKOH ] | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br>Officer (give title below) Other (specify below) |
| (Last) (First) (Middle)<br>6065 PARKLAND BLVD.                | 3. Date of Earliest Transaction (Month/Day/Year)<br>11/28/2018                  |                                                                                                                                                                                          |
| (Street)<br>CLEVELAND OH 44124                                | 4. If Amendment, Date of Original Filed (Month/Day/Year)                        | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>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) |
|                                                                                  |                                      |                                                    | Code                           | V | Amount                                                            | (A) or (D) |                                                                                               |

| Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned<br>(e.g., puts, calls, warrants, options, convertible securities) |                                                                    |                                            |                                                             |                                      |   |                                                                                                                   |     |                                                                |                    |                                                                                                     |                                        |                                                     |                                                                                                                            |                                                                       |                                                                    |
|-------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------|--------------------------------------------|-------------------------------------------------------------|--------------------------------------|---|-------------------------------------------------------------------------------------------------------------------|-----|----------------------------------------------------------------|--------------------|-----------------------------------------------------------------------------------------------------|----------------------------------------|-----------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------|--------------------------------------------------------------------|
| 1. Title of<br>Derivative<br>Security<br>(Instr. 3)                                                                                             | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction<br>Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | 4. Transaction<br>Code (Instr.<br>8) |   | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3, 4<br>and 5) |     | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and<br>Amount of<br>Securities<br>Underlying<br>Derivative<br>Security (Instr. 3<br>and 4) |                                        | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 4) | 10. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|                                                                                                                                                 |                                                                    |                                            |                                                             |                                      |   |                                                                                                                   |     |                                                                |                    |                                                                                                     |                                        |                                                     |                                                                                                                            |                                                                       |                                                                    |
|                                                                                                                                                 |                                                                    |                                            |                                                             | Code                                 | V | (A)                                                                                                               | (D) | Date<br>Exercisable                                            | Expiration<br>Date | Title                                                                                               | Amount<br>or<br>Number<br>of<br>Shares |                                                     |                                                                                                                            |                                                                       |                                                                    |
| Restricted<br>Stock<br>Units                                                                                                                    | (1)                                                                | 11/28/2018                                 |                                                             | A                                    |   | 26 <sup>(2)</sup>                                                                                                 |     | (3)                                                            | (3)                | Common<br>Stock                                                                                     | 26                                     | \$0                                                 | 7,833                                                                                                                      | D                                                                     |                                                                    |

Explanation of Responses:

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

2. Reflects additional RSUs granted on November 28, 2018 pursuant to dividend equivalent sections of the Restricted Stock Units Agreements between Issuer and the Reporting Person.

3. 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  
for Patrick V. Auletta  
11/29/2018  
\*\* 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.