

☐ 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><b>AULETTA PATRICK V</b> | 2. Issuer Name and Ticker or Trading Symbol<br><b>PARK OHIO HOLDINGS CORP [ PKOH ]</b> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><div><input checked="" type="checkbox"/> Director10% Owner</div> <div>Officer (give title below)Other (specify below)</div> |
| (Last)(First)(Middle)<br><b>6065 PARKLAND BLVD.</b>                  | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>02/28/2020</b>                  |                                                                                                                                                                                                           |
| (Street)<br><b>CLEVELAND OH 44124</b>                                | 4. If Amendment, Date of Original Filed (Month/Day/Year)                               | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><div><input checked="" type="checkbox"/> Form filed by One Reporting Person</div> <div>Form filed by More than One Reporting Person</div>  |
| (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) |
|---------------------------------|--------------------------------------|---------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                 |                                      |                                                   | CodeV                          | Amount(A) or (D)Price                                             |                                                                                               |                                                          |                                                       |

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) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|---------------------------------------------------|--------------------------------|----------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------------------------------------------------------|--------------------------------------------|----------------------------------------------------------------------------------------------------|-----------------------------------------------------------|--------------------------------------------------------|
|                                            |                                                        |                                      |                                                   | CodeV                          | (A)(D)                                                                                 | Date ExercisableExpiration Date                          | TitleAmount or Number of Shares                                                   |                                            |                                                                                                    |                                                           |                                                        |
| Restricted Stock Units                     | (1)                                                    | 02/28/2020                           |                                                   | A                              | 41(2)                                                                                  | (3)(3)                                                   | Common Stock41                                                                    | \$0                                        | 8,005                                                                                              | 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 February 28, 2020 pursuant to dividend equivalent sections of the Restricted Stock Units Agreement 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

03/02/2020  
Date

\*\* Signature of Reporting Person

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.