

SEC Form 4

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
(Last) (First) (Middle)
23000 EUCLID AVENUE
(Street)
CLEVELAND OH 44117
(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
12/13/2004

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)
Director Corporate Development

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	12/13/2004		M		13,000	A	\$1.91	18,009	D	
Common Stock	12/13/2004		S		1,809	D	\$23.83	16,200	D	
Common Stock	12/13/2004		S		200	D	\$23.844	16,000	D	
Common Stock	12/13/2004		S		13,000	D	\$23.66	3,000	D	
Common Stock ⁽²⁾								1,086	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)	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 ⁽¹⁾	\$1.91	12/13/2004		M		13,000		11/30/2001	11/30/2011		Common Stock	13,000	\$1.91	24,000	D		

Explanation of Responses:

1. Right to buy.

2. Amount of securities beneficially owned as of December 10, 2004.

Patrick W. Fogarty

** Signature of Reporting Person

12/15/2004

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.