

1. Name and Address of Reporting Person* <u>VILSACK ROBERT D</u>  (Last) (First) (Middle) 23000 EUCLID AVENUE  (Street) CLEVELAND OH 44117  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>PARK OHIO HOLDINGS CORP [ PKOH ]</u>  3. Date of Earliest Transaction (Month/Day/Year) 12/17/2004  4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <div>Director 10% Owner</div> <div>X Officer (give title below) Other (specify below)</div> <div>Secretary &amp; General Counsel</div> 6. Individual or Joint/Group Filing (Check Applicable Line) <div>X Form filed by One Reporting Person</div> <div>Form filed by More than One Reporting Person</div>
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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	12/17/2004		M		5,000	A	\$4.4	8,000	D	
Common Stock	12/17/2004		S		1,000	D	\$25.5	7,000	D	
Common Stock	12/17/2004		S		800	D	\$25.51	6,200	D	
Common Stock	12/17/2004		S		100	D	\$25.52	6,100	D	
Common Stock	12/17/2004		S		200	D	\$25.54	5,900	D	
Common Stock	12/17/2004		S		100	D	\$25.55	5,800	D	
Common Stock	12/17/2004		S		100	D	\$25.56	5,700	D	
Common Stock	12/17/2004		S		700	D	\$25.58	5,000	D	
Common Stock	12/17/2004		S		2,000	D	\$25.59	3,000	D	

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)
Employee Stock Option <sup>(1)</sup>	\$4.4	12/17/2004		M			5,000	(2)	05/21/2013	Common Stock	5,000	\$4.4	10,000	D	

Explanation of Responses:

1. Right to buy.
2. The option vests in three equal installments on 5/21/2004, 5/21/2005 and 5/21/2006.

Linda Kold, Attorney-In-Fact  
\*\* Signature of Reporting Person

12/21/2004  
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.