

SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL
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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 MATTHEW V

(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)

12/17/2004

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

X Director X 10% Owner

X Officer (give title below) Other (specify below)

President and COO

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)		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		S		100	D	\$25.34	909,500	D	
Common Stock	12/17/2004		S		205	D	\$25.35	909,295	D	
Common Stock	12/17/2004		S		200	D	\$25.38	909,095	D	
Common Stock	12/17/2004		S		100	D	\$25.42	908,995	D	
Common Stock	12/17/2004		S		400	D	\$25.43	908,595	D	
Common Stock	12/17/2004		S		200	D	\$25.44	908,395	D	
Common Stock	12/17/2004		S		700	D	\$25.45	907,695	D	
Common Stock	12/17/2004		S		600	D	\$25.468	907,095	D	
Common Stock	12/17/2004		S		400	D	\$25.5	906,695	D	
Common Stock	12/17/2004		S		200	D	\$25.53	906,495	D	
Common Stock	12/17/2004		S		100	D	\$25.55	906,395	D	
Common Stock	12/17/2004		S		700	D	\$25.565	905,695	D	
Common Stock	12/17/2004		S		1,500	D	\$25.57	904,195	D	
Common Stock	12/17/2004		S		300	D	\$25.6	903,895	D	
Common Stock	12/17/2004		S		600	D	\$25.62	903,295	D	
Common Stock	12/17/2004		S		400	D	\$25.63	902,895	D	
Common Stock	12/17/2004		S		500	D	\$25.64	902,395	D	
Common Stock	12/17/2004		S		2,000	D	\$25.65	900,395	D	
Common Stock	12/17/2004		S		100	D	\$25.66	900,295	D	
Common Stock	12/17/2004		S		100	D	\$25.67	900,195	D	
Common Stock	12/17/2004		S		200	D	\$25.68	899,995	D	
Common Stock	12/17/2004		S		395	D	\$25.69	899,600	D	
Common Stock ⁽¹⁾								41,401	I	First Francis Company, Inc.
Common Stock ⁽¹⁾								11,700	I	Crawford Container Company

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		Date Exercisable	Expiration Date					

Explanation of Responses:

1. 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.

Matthew V. Crawford

12/21/2004

** 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.