

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* <u>CRAWFORD MATTHEW V</u>	2. Issuer Name and Ticker or Trading Symbol <u>PARK OHIO HOLDINGS CORP [PKOH]</u>	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 & COO
(Last) (First) (Middle) 6065 PARKLAND BLVD.	3. Date of Earliest Transaction (Month/Day/Year) 09/11/2008	
(Street) CLEVELAND OH 44124	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person 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)	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 ⁽¹⁾	09/11/2008		D		13,500	D	\$0	1,006,560	D	
Common Stock ⁽¹⁾	09/11/2008		A		13,500	A	\$0	1,020,060	D	
Common Stock	09/12/2008		F		5,822	D	\$20	1,014,238	D	
Common Stock ⁽²⁾								11,700	I	Crawford Container Group
Common Stock ⁽²⁾								41,401	I	First Francis Company, Inc.

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					
						(A) (D)			Amount or Number of Shares				

Explanation of Responses:

1. As permitted by Treasury Regulation Section 1.409A-2(b)(7)(i), on September 11, 2008, Park-Ohio delayed the vesting of Mr. Crawford's 16,500 shares of restricted stock that would have otherwise vested on September 12, 2008 because Park-Ohio anticipated that it would not be able to deduct the compensation expense related to such shares under Section 162(m) of the Internal Revenue Code. To effectuate this delayed vesting, Mr. Crawford exchanged his 16,500 shares of restricted stock on September 11, 2008 for 16,500 restricted stock units granted to Mr. Crawford by Park-Ohio. The restricted stock units will fully vest on September 12, 2008 and will be paid to Mr. Crawford in future years in shares of Park-Ohio stock when the deduction by Park-Ohio for such payment would not be prohibited under Section 162(m) of the Internal Revenue Code.

2. The reporting person is a shareholder of the corporation that owns the reported securities and disclaims ownership of the reported securities except to the extent of his pecuniary interest therein.

Linda Kold, Attorney-in-Fact for
Matthew V. Crawford

09/15/2008

** 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.