

|   |  |  |  |  |  |  |  |  |
|---|--|--|--|--|--|--|--|--|
| 1. Name and Address of Reporting Person*<br><u>RUTHERFORD JEFFREY L</u> |  |  | 2. Issuer Name and Ticker or Trading Symbol<br><u>PARK OHIO HOLDINGS CORP [ PKOH ]</u> |  |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><br>Director 10% Owner<br>X Officer (give title below) Other (specify below)<br>Vice President & CFO |  |  |
| (Last) (First) (Middle)<br>6065 PARKLAND BLVD.                          |  |  | 3. Date of Earliest Transaction (Month/Day/Year)<br>03/13/2009                         |  |  |  |  |  |
| (Street)<br>CLEVELAND OH 44124  |  |  | 4. If Amendment, Date of Original Filed (Month/Day/Year)                               |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br>X Form filed by One Reporting Person<br>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<br>(Month/Day/Year) | 2A. Deemed Execution Date, if any<br>(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   | 03/13/2009                              |   | A                              |   | 25,000  | A          | \$0   | 32,500  | D  |   |

| Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned<br>(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 | (A)  | (D) | Date Exercisable   | Expiration Date | Title   | Amount or Number of Shares                 |  |   |  |

Explanation of Responses:

Linda Kold, Attorney-in-Fact for  
Jeffrey L. Rutherford  
\*\* Signature of Reporting Person

03/17/2009  
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.