

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

|   |   |   |
|---|---|---|
| <b>1. Name and Address of Reporting Person*</b><br><u>CRAWFORD EDWARD F</u><br><br>(Last) (First) (Middle)<br>6065 PARKLAND BLVD.<br><br>(Street)<br>CLEVELAND OH 44124<br><br>(City) (State) (Zip) | <b>2. Issuer Name and Ticker or Trading Symbol</b><br><u>PARK OHIO HOLDINGS CORP [ PKOH ]</u><br><br><b>3. Date of Earliest Transaction (Month/Day/Year)</b><br>09/07/2012<br><br><b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b> | <b>5. Relationship of Reporting Person(s) to Issuer</b><br>(Check all applicable)<br>X Director X 10% Owner<br>X Officer (give title below) Other (specify below)<br>CEO, COB<br><br><b>6. Individual or Joint/Group Filing (Check Applicable Line)</b><br>X Form filed by One Reporting Person<br>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                    | 09/07/2012                           |  | S                              |   | 2,358   | D          | \$21.45   | 1,529,035   | D  |   |
| Common Stock                    | 09/07/2012                           |  | S                              |   | 119   | D          | \$21.75   | 1,528,916   | D  |   |
| Common Stock                    | 09/10/2012                           |  | S                              |   | 1,600   | D          | \$21.0531 | 1,527,316   | D  |   |
| Common Stock                    | 09/10/2012                           |  | S                              |   | 1,800   | D          | \$21.1304 | 1,525,516   | D  |   |
| Common Stock                    | 09/10/2012                           |  | S                              |   | 1,900   | D          | \$21.1401 | 1,523,616   | D  |   |
| Common Stock                    | 09/10/2012                           |  | S                              |   | 1,800   | D          | \$21.1418 | 1,521,816   | D  |   |
| Common Stock                    | 09/10/2012                           |  | S                              |   | 959   | D          | \$21.15   | 1,520,857   | D  |   |
| Common Stock                    | 09/10/2012                           |  | S                              |   | 1,600   | D          | \$21.1604 | 1,519,257   | D  |   |
| Common Stock                    | 09/10/2012                           |  | S                              |   | 1,900   | D          | \$21.2023 | 1,517,357   | D  |   |
| Common Stock                    | 09/10/2012                           |  | S                              |   | 328   | D          | \$21.25   | 1,517,029   | D  |   |
| Common Stock                    | 09/10/2012                           |  | S                              |   | 1,300   | D          | \$21.23   | 1,515,729   | D  |   |
| Common Stock                    | 09/10/2012                           |  | S                              |   | 1,141   | D          | \$21.3    | 1,514,588   | D  |   |
| Common Stock <sup>(1)</sup>     |                                      |  |                                |   |   |            |           | 41,401  | I  | First Francis Company, Inc.                           |
| Common Stock <sup>(1)</sup>     |                                      |  |                                |   |   |            |           | 11,700  | I  | Crawford Capital Company                              |
| Common Stock <sup>(1)</sup>     |                                      |  |                                |   |   |            |           | 22,500  | I  | L'Accent Provence                                     |
| Common Stock <sup>(2)</sup>     |                                      |  |                                |   |   |            |           | 9,500   | I  | Spouse  |
| Common Stock <sup>(3)</sup>     |                                      |  |                                |   |   |            |           | 21,342  | 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) |   | 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:

- 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.
- The reporting person disclaims beneficial ownership of all securities held by his wife and this report shall not be deemed an admission that the reporting person is the beneficial owner of those shares for purposes of Section 16 for any other purpose.
- Number of shares reported in Individual Account Retirement Plan as of September 4, 2012.

Linda Kold, Attorney-In-Fact for  
Edward F. Crawford

09/11/2012

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\*\* Signature of Reporting Person      Date

\* 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.

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