

GREENE KEVIN R
Form 4
December 14, 2004

FORM 4

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

OMB APPROVAL

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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 OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
GREENE KEVIN R

2. Issuer Name and Ticker or Trading Symbol
PARK OHIO HOLDINGS CORP
[PKOH]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
23000 EUCLID AVENUE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/10/2004

Director 10% Owner
 Officer (give title below) Other (specify below)

CLEVELAND, OH 44117

(City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)		
				Code	V	Amount				(A) or (D)	Price
Common Stock	12/10/2004		M			10,000	A	\$ 1.91	12,000	D	
Common Stock	12/13/2004		M			3,200	A	\$ 1.91	15,200	D	
Common Stock	12/10/2004		S			300	D	\$ 22.89	14,900	D	
Common Stock	12/10/2004		S			200	D	\$ 22.91	14,700	D	
Common Stock	12/10/2004		S			600	D	\$ 22.93	14,100	D	

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Common Stock	12/10/2004	S	100	D	\$ 22.94	14,000	D
Common Stock	12/10/2004	S	303	D	\$ 22.95	13,697	D
Common Stock	12/10/2004	S	208	D	\$ 22.96	13,489	D
Common Stock	12/10/2004	S	200	D	\$ 22.97	13,289	D
Common Stock	12/10/2004	S	189	D	\$ 22.99	13,100	D
Common Stock	12/10/2004	S	1,251	D	\$ 23	11,849	D
Common Stock	12/10/2004	S	300	D	\$ 23.02	11,549	D
Common Stock	12/10/2004	S	49	D	\$ 23.03	11,500	D
Common Stock	12/10/2004	S	200	D	\$ 23.05	11,300	D
Common Stock	12/10/2004	S	1,000	D	\$ 23.1	10,300	D
Common Stock	12/10/2004	S	200	D	\$ 23.11	10,100	D
Common Stock	12/10/2004	S	600	D	\$ 23.12	9,500	D
Common Stock	12/10/2004	S	400	D	\$ 23.13	9,100	D
Common Stock	12/10/2004	S	1,800	D	\$ 23.15	7,300	D
Common Stock	12/10/2004	S	100	D	\$ 23.16	7,200	D
Common Stock	12/10/2004	S	2,000	D	\$ 23.57	5,200	D
Common Stock	12/13/2004	S	540	D	\$ 23.8	4,660	D
Common Stock	12/13/2004	S	100	D	\$ 23.86	4,560	D
Common Stock	12/13/2004	S	409	D	\$ 23.89	4,151	D
Common Stock	12/13/2004	S	100	D	\$ 23.92	4,051	D
	12/13/2004	S	1,352	D		2,699	D

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Common Stock					\$ 23.93		
Common Stock	12/13/2004	S	599	D	\$ 23.94	2,100	D
Common Stock	12/13/2004	S	100	D	\$ 23.95	2,000	D

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

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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 Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option ⁽¹⁾	\$ 1.91	12/10/2004		M	5,000	11/30/2001 11/30/2011	Common Stock	5,000	
Employee Stock Option ⁽¹⁾	\$ 1.91	12/10/2004		M	5,000	05/30/2002 11/30/2011	Common Stock	5,000	
Employee Stock Option ⁽¹⁾	\$ 1.91	12/13/2004		M	3,200	05/30/2002 11/30/2011	Common Stock	3,200	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GREENE KEVIN R 23000 EUCLID AVENUE CLEVELAND, OH 44117		X		

Signatures

Linda Kold,
Attorney-In-Fact

12/14/2004

__Signature of Reporting Person

Date

Explanation of Responses:

- * 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).

(1) Right to buy

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