

PARK OHIO HOLDINGS CORP  
 Form 4  
 March 09, 2016

**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 \*  
**CRAWFORD EDWARD F**

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)  
**6065 PARKLAND BLVD.**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**03/08/2016**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**CEO, COB**

**CLEVELAND, OH 44124**  
 (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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |
| Common Stock                    | 03/08/2016                           |  | F                              |   | 6,635   | D  | \$ 34.78  |
| Common Stock <sup>(1)</sup>     | 03/08/2016                           |  | A                              |   | 82,500  | A  | \$ 0  |
| Common Stock <sup>(2)</sup>     |                                      |  |                                |   | 22,500  | I  | L'Accent Provence                                     |
| Common Stock <sup>(2)</sup>     |                                      |  |                                |   | 11,700  | I  | Crawford Capital Company                              |
| Common Stock <sup>(2)</sup>     |                                      |  |                                |   | 41,401  | I  | First Francis   |

|                                |  |        |   | Company,<br>Inc.                            |
|--------------------------------|--|--------|---|---|
| Common<br>Stock <sup>(3)</sup> |  | 9,500  | I | Spouse                                      |
| Common<br>Stock <sup>(4)</sup> |  | 19,219 | I | Individual<br>Account<br>Retirement<br>Plan |

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

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Benef<br>Own<br>Follo<br>Repo<br>Trans<br>(Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|---|
|   |  |   |   |                                      |  | Date<br>Exercisable  | Expiration<br>Date  | Title   | Amount<br>or<br>Number<br>of<br>Shares                                      |
|   |  |   |   |                                      |  | Code   | V (A) (D)   |   |   |

## Reporting Owners

| Reporting Owner Name / Address                                  | Relationships |           |          |       |
|---|---------------|-----------|----------|-------|
|   | Director      | 10% Owner | Officer  | Other |
| CRAWFORD EDWARD F<br>6065 PARKLAND BLVD.<br>CLEVELAND, OH 44124 | X             | X         | CEO, COB |       |

## Signatures

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

03/09/2016

\_\_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) Represents performance-based restricted stock that will vest over a three-year period if a specified performance goal is achieved.
- (2) 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.
- (3) 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.
- (4) Number of shares reported in Individual Account Retirement Plan as of December 31, 2015.

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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