### PARK OHIO HOLDINGS CORP

Form 4

December 10, 2004

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**OMB** Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

**SECURITIES** Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person \* CRAWFORD EDWARD F

2. Issuer Name and Ticker or Trading

Symbol

Issuer

PARK OHIO HOLDINGS CORP [PKOH]

(Check all applicable)

5. Relationship of Reporting Person(s) to

(Last)

(City)

(First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

X\_ Officer (give title below)

\_X\_\_ 10% Owner \_\_ Other (specify

23000 EUCLID AVENUE

(Street)

(State)

12/08/2004

CEO, COB

Filed(Month/Day/Year)

4. If Amendment, Date Original

Applicable Line)

\_X\_\_ Director

\_X\_ Form filed by One Reporting Person

6. Individual or Joint/Group Filing(Check

Form filed by More than One Reporting

CLEVELAND, OH 44117

(Zip)

#### Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

•		1 41	ole 1 - Moll	-Delivativ	e sec	uriues Acqu	ii cu, Disposcu o	i, or beneficia	iny 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)	Fransactioner Disposed of (D) Code (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)	(IIISU: 4)	
Common Stock	12/08/2004		S	2	D	\$ 23.17	1,890,000	D	
Common Stock	12/08/2004		S	1,000	D	\$ 23.22	1,889,000	D	
Common Stock	12/08/2004		S	3,000	D	\$ 23.2253	1,886,000	D	
Common Stock	12/08/2004		S	3,000	D	\$ 23.2736	1,883,000	D	
Common Stock	12/08/2004		S	100	D	\$ 23.38	1,882,900	D	

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Common Stock	12/08/2004	S	1,300	D	\$ 23.4	1,881,600	D	
Common Stock	12/08/2004	S	500	D	\$ 23.41	1,881,100	D	
Common Stock	12/08/2004	S	100	D	\$ 23.42	1,881,000	D	
Common Stock	12/08/2004	S	4,800	D	\$ 23.5	1,876,200	D	
Common Stock	12/08/2004	S	400	D	\$ 23.51	1,875,800	D	
Common Stock	12/08/2004	S	600	D	\$ 23.52	1,875,200	D	
Common Stock	12/08/2004	S	100	D	\$ 23.53	1,875,100	D	
Common Stock	12/08/2004	S	100	D	\$ 23.59	1,875,000	D	
Common Stock (1)						41,401	I	First Francis Company, Inc.
Common Stock (2)						17,000	I	EFC Properties, Inc.
Common Stock (3)						11,700	I	Crawford Container Company
Common Stock (4)						22,500	I	L'Accent Provence
Common Stock (5)						9,500	I	Spouse
Common Stock (6)						13,853	I	Individual Account Retirement Plan

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

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 control number.

SEC 1474 (9-02)

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

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						·
					4, and 5)						
									Amount		
						Date	Expiration		or		
						•	Date		Number		
				~	<i>(</i> 1) (5)				of		
				Code V	(A) (D)				Shares		

# **Reporting Owners**

Reporting Owner Name / Address	Relationships							
r g	Director	10% Owner	Officer	Other				
CRAWFORD EDWARD F								
23000 EUCLID AVENUE	X	X	CEO, COB					
CLEVELAND OH 44117								

# **Signatures**

Edward F.
Crawford

\*\*Signature of Reporting Person

To 2/10/2004

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) 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.
- (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 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.
- (4) 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.
- (5) 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.
- (6) Number of shares reported in Individual Account Retirement Plan as of December 8, 2004.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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