

PARK OHIO HOLDINGS CORP
 Form 4
 December 21, 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 *
 CRAWFORD MATTHEW V

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)
 12/17/2004

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

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	12/17/2004		S		100 D \$ 25.34	909,500	D
Common Stock	12/17/2004		S		205 D \$ 25.35	909,295	D
Common Stock	12/17/2004		S		200 D \$ 25.38	909,095	D
Common Stock	12/17/2004		S		100 D \$ 25.42	908,995	D
Common Stock	12/17/2004		S		400 D \$ 25.43	908,595	D

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Common Stock	12/17/2004	S	200	D	\$ 25.44	908,395	D	
Common Stock	12/17/2004	S	700	D	\$ 25.45	907,695	D	
Common Stock	12/17/2004	S	600	D	\$ 25.468	907,095	D	
Common Stock	12/17/2004	S	400	D	\$ 25.5	906,695	D	
Common Stock	12/17/2004	S	200	D	\$ 25.53	906,495	D	
Common Stock	12/17/2004	S	100	D	\$ 25.55	906,395	D	
Common Stock	12/17/2004	S	700	D	\$ 25.565	905,695	D	
Common Stock	12/17/2004	S	1,500	D	\$ 25.57	904,195	D	
Common Stock	12/17/2004	S	300	D	\$ 25.6	903,895	D	
Common Stock	12/17/2004	S	600	D	\$ 25.62	903,295	D	
Common Stock	12/17/2004	S	400	D	\$ 25.63	902,895	D	
Common Stock	12/17/2004	S	500	D	\$ 25.64	902,395	D	
Common Stock	12/17/2004	S	2,000	D	\$ 25.65	900,395	D	
Common Stock	12/17/2004	S	100	D	\$ 25.66	900,295	D	
Common Stock	12/17/2004	S	100	D	\$ 25.67	900,195	D	
Common Stock	12/17/2004	S	200	D	\$ 25.68	899,995	D	
Common Stock	12/17/2004	S	395	D	\$ 25.69	899,600	D	
Common Stock ⁽¹⁾						41,401	I	First Francis Company, Inc.
Common Stock ⁽¹⁾						11,700	I	Crawford Container Company

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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 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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CRAWFORD MATTHEW V 23000 EUCLID AVENUE CLEVELAND, OH 44117	X	X	President and COO	

Signatures

Matthew V. Crawford 12/21/2004

__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) 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.

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.