

CRAWFORD MATTHEW V
 Form 4
 May 13, 2013

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)
6065 PARKLAND BLVD.
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/09/2013

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 05/09/2013 | | S | | 600 | D | \$ 37.63 |
| Common Stock | 05/10/2013 | | S | | 176 | D | \$ 37.1886 |
| Common Stock | 05/10/2013 | | S | | 1,089 | D | \$ 37 |
| Common Stock | 05/10/2013 | | S | | 2,000 | D | \$ 36.8 |
| Common Stock | 05/10/2013 | | S | | 1,000 | D | \$ 36.88 |

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| | | | | | | | | | |
|-------------------------|------------|--|---|-----------|---|----------|---------|---|--------------------------------|
| Common Stock | 05/10/2013 | | S | 1,900 | D | \$ 36.95 | 939,381 | D | |
| Common Stock | 05/10/2013 | | S | 1,000 | D | \$ 36.87 | 938,381 | D | |
| Common Stock | 05/10/2013 | | S | 1,600 | D | \$ 36.95 | 936,781 | D | |
| Common Stock <u>(1)</u> | 02/28/2013 | | G | V 300,000 | D | \$ 0 | 0 | I | By Big Mountain LLC |
| Common Stock <u>(1)</u> | 02/28/2013 | | G | V 300,000 | A | \$ 0 | 300,000 | I | By Park Trust |
| Common Stock <u>(2)</u> | | | | | | | 41,401 | I | By First Francis Company, Inc. |
| Common Stock <u>(2)</u> | | | | | | | 11,700 | I | By Crawford Capital Company |
| Common Stock | | | | | | | 546,000 | I | By Trust |

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.

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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 Beneficially Owned (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | 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 6065 PARKLAND BLVD. CLEVELAND, OH 44124 | X | X | President & COO | |

Signatures

Linda Kold, Attorney-in-Fact for Matthew V.
Crawford

05/13/2013

__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).

This transaction involved a gift of all of the membership interest in Big Mountain, LLC by the reporting person to Park Trust. As a result of the gift, Park Trust owns all of the membership interest in Big Mountain, LLC, which owns the reported securities. The reporting

- (1) person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the filing of this report is not an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.
- (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.

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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