

PARK OHIO HOLDINGS CORP
 Form 4
 December 10, 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 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)
 23000 EUCLID AVENUE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 12/08/2004

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

CLEVELAND, OH 44117

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

(City) (State) (Zip)

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 (D) Price			
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 <u>(1)</u>						41,401	I	First Francis Company, Inc.
Common Stock <u>(2)</u>						17,000	I	EFC Properties, Inc.
Common Stock <u>(3)</u>						11,700	I	Crawford Container Company
Common Stock <u>(4)</u>						22,500	I	L'Accent Provence
Common Stock <u>(5)</u>						9,500	I	Spouse
Common Stock <u>(6)</u>						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.

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(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 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. Nu Deriv Secur Benef Own Follo Repo Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
					Code V (A) (D)				

Reporting Owners

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

Signatures

Edward F.
Crawford

12/10/2004

 **Signature of Date
Reporting Person

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.