

PARK OHIO HOLDINGS CORP
 Form 4
 December 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 *
 FOGARTY PATRICK W

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)
 12/09/2016

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Director Corporate Development

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 | | | |
| Common Stock | 12/09/2016 | | S | 70 | D | \$ 43 | 59,223 | D | |
| Common Stock | 12/09/2016 | | S | 392 | D | \$ 43.05 | 58,831 | D | |
| Common Stock | 12/09/2016 | | S | 300 | D | \$ 43.1 | 58,531 | D | |
| Common Stock | 12/09/2016 | | S | 200 | D | \$ 43.15 | 58,331 | D | |
| Common Stock | 12/09/2016 | | S | 100 | D | \$ 43.225 | 58,231 | D | |

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| | | | | | | | |
|--------------|------------|---|-----|---|-----------|--------|---|
| Common Stock | 12/09/2016 | S | 200 | D | \$ 43.275 | 58,031 | D |
| Common Stock | 12/09/2016 | S | 600 | D | \$ 43.3 | 57,431 | D |
| Common Stock | 12/09/2016 | S | 300 | D | \$ 43.4 | 57,131 | D |
| Common Stock | 12/09/2016 | S | 100 | D | \$ 43.425 | 57,031 | D |
| Common Stock | 12/09/2016 | S | 293 | D | \$ 43.45 | 56,738 | D |
| Common Stock | 12/09/2016 | S | 214 | D | \$ 43.5 | 56,524 | D |
| Common Stock | 12/09/2016 | S | 588 | D | \$ 43.55 | 55,936 | D |
| Common Stock | 12/09/2016 | S | 100 | D | \$ 43.6 | 55,836 | D |
| Common Stock | 12/09/2016 | S | 12 | D | \$ 43.65 | 55,824 | D |
| Common Stock | 12/09/2016 | S | 22 | D | \$ 43.7 | 55,802 | D |

| | | | | | | | | |
|-----------------------------|--|--|--|--|--|-----|---|------------------------------------|
| Common Stock ⁽¹⁾ | | | | | | 802 | 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)

| 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 |
| FOGARTY PATRICK W 6065 PARKLAND BLVD. CLEVELAND, OH 44124 | | | Director Corporate Development | |

Signatures

Linda Kold, Attorney-In-Fact for Patrick W.
Fogarty 12/09/2016

__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) Amount of securities beneficially owned as of November 30, 2016.

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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