

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)  
**12/07/2016**

\_\_\_\_ 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	(A) or (D)	Price
Common Stock	12/07/2016		M		10,000	A	\$ 20 65,802
Common Stock	12/07/2016		S		29	D	\$ 43.75 65,773
Common Stock	12/07/2016		S		200	D	\$ 43.6 65,573
Common Stock	12/07/2016		S		100	D	\$ 43.5 65,473
Common Stock	12/07/2016		S		178	D	\$ 43.4 65,295

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Common Stock	12/07/2016	S	400	D	\$ 43.35	64,895	D
Common Stock	12/07/2016	S	100	D	\$ 43.3	64,795	D
Common Stock	12/08/2016	S	400	D	\$ 44	64,395	D
Common Stock	12/08/2016	S	210	D	\$ 44.1	64,185	D
Common Stock	12/08/2016	S	300	D	\$ 44.2	63,885	D
Common Stock	12/08/2016	S	100	D	\$ 44.325	63,785	D
Common Stock	12/08/2016	S	364	D	\$ 44.35	63,421	D
Common Stock	12/08/2016	S	200	D	\$ 44.4	63,221	D
Common Stock	12/08/2016	S	200	D	\$ 44.5	63,021	D
Common Stock	12/08/2016	S	710	D	\$ 43	62,311	D
Common Stock	12/08/2016	S	300	D	\$ 43.05	62,011	D
Common Stock	12/08/2016	S	100	D	\$ 43.1	61,911	D
Common Stock	12/08/2016	S	200	D	\$ 43.15	61,711	D
Common Stock	12/08/2016	S	398	D	\$ 43.2	61,313	D
Common Stock	12/08/2016	S	100	D	\$ 43.225	61,213	D
Common Stock	12/08/2016	S	300	D	\$ 43.25	60,913	D
Common Stock	12/08/2016	S	400	D	\$ 43.3	60,513	D
Common Stock	12/08/2016	S	300	D	\$ 43.4	60,213	D
Common Stock	12/08/2016	S	200	D	\$ 43.6	60,013	D
Common Stock	12/08/2016	S	70	D	\$ 43.65	59,943	D
	12/08/2016	S	100	D	\$ 43.7	59,843	D

Common Stock								
Common Stock	12/08/2016		S	10	D	\$ 43.725	59,833	D
Common Stock	12/08/2016		S	40	D	\$ 43.825	59,793	D
Common Stock	12/08/2016		S	500	D	\$ 43.85	59,293	D
Common Stock <sup>(1)</sup>							802	I
								Individual Account Retirement Plan

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

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**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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option Right to Buy	\$ 20	12/07/2016		M	10,000	04/12/2007	04/12/2017	Common Stock	10,000

## 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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