PARK OHIO HOLDINGS CORP
Form 4
May 18, 2006

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
CRAWFORD EDWARD F

(Last) (First) (Middle)

23000 EUCLID AVENUE

(Street)

CLEVELAND, OH 44117

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
PARK OHIO HOLDINGS CORP [PKOH]

3. Date of Earliest Transaction (Month/Day/Year)
05/16/2006

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
__X__ Director
__X__ 10% Owner
__X__ Officer (give title below)
_____ Other (specify below)
CEO, COB

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 (1)	05/16/2006		S		2,146	D	$ 20.0034	1,792,248	D	
Common Stock (1)	05/17/2006		S		2,784	D	$ 19.9431	1,789,464	D	
Common Stock	05/17/2006		S		1,340	D	$ 20.02	1,788,124	D	
Common Stock	05/17/2006		S		2,731	D	$ 20.5236	1,785,393	D	
Common Stock	05/17/2006		S		269	D	$ 20.555	1,785,124	D	

Common Stock (2)	41,401	I	First Francis Company, Inc.
Common Stock (3)	17,000	I	EFC Properties, Inc.
Common Stock (4)	11,700	I	Crawford Container Company
Common Stock (5)	22,500	I	L'Accent Provence
Common Stock (6)	9,500	I	Spouse
Common Stock (7)	16,528	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.

SEC 1474 (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. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				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 EDWARD F 23000 EUCLID AVENUE CLEVELAND, OH 44117	X	X	CEO, COB

Signatures

Edward F. Crawford	05/18/2006
**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) Sales part of estate planning.

(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 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.

(6) 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.

(7) Number of shares reported in Individual Account Retirement Plan as of May 15, 2006.

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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