#### CRAWFORD MATTHEW V

Form 4 March 13, 2009

## FORM 4

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

OMB Number: 3235-0287

Estimated average

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

**OMB APPROVAL** 

Form 4 or Form 5 obligations may continue.

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

burden hours per response... 0.5

See Instruction 1(b).

Stock (1)

(Print or Type Responses)

1 Mana and	A 11£ D	D *						5 D-1-4:	-f Dti D-	(-) 4-
1. Name and Address of Reporting Person * CRAWFORD MATTHEW V			2. Issuer Name <b>and</b> Ticker or Trading				5. Relationship of Reporting Person(s) to Issuer			
			Symbol PARK OHIO HOLDINGS CORP [PKOH]				(Check all applicable)			
(Last)	(First)	(Middle)	(Month/I	f Earliest Transaction Day/Year)				_X_ Director _X_ 10% Owner _X_ Officer (give title Other (specify below)		
6065 PARKLAND BLVD.			03/11/2009				President & COO			
	(Street)		4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check			
	Filed(Month/Day/Year)					Applicable Line) _X_ Form filed by One Reporting Person				
CLEVELA	AND, OH 44124								More than One F	
(City)	(State)	(Zip)	Tab	le I - Non-I	Derivative (	Securi	ties Acc	quired, Disposed	of, or Beneficia	ally Owned
1.Title of Security (Instr. 3)	2. Transaction D (Month/Day/Yea	ar) Execution	emed on Date, if Day/Year)	3. Transaction Code (Instr. 8)	4. Securit or(A) or Dis (Instr. 3, 4	sposed	of (D)	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	(IIISU: 4)
Common Stock	03/11/2009			M	50,000	A	\$ 1.91	1,064,238	D	
Common Stock (1)								11,700	I	Crawford Container Group
Common								41,401	I	First Francis

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

Company, Inc.

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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. 5. Number of TransactionDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securitic (Instr. 3 and 4)	
				Code V	(Instr. 3, 4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Employee Stock Option (2)	\$ 1.91	03/11/2009		M	50,000	11/30/2001(3)	11/30/2011	Common Stock	50,0

### **Reporting Owners**

Reporting Owner Name / Address	Relationships						
1	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

03/13/2009

\*\*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) 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) Right to buy
- (3) The options, which were replacement options, vested on the same schedule as the canceled options, meaning that the options were vested at the time of the grant on November 30, 2001.

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.

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