#### CRAWFORD EDWARD F

Form 4

March 13, 2009

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

30(h) of the Investment Company Act of 1940

OMB Number:

3235-0287

Expires:

January 31, 2005

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**OMB APPROVAL** 

Check this box if no longer subject to Section 16. Form 4 or Form 5

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

may continue. See Instruction

1(b).

obligations

(Print or Type Responses)

| 1. Name and Address of Reporting Person ** CRAWFORD EDWARD F |                   |          | 2. Issuer Name and Ticker or Trading<br>Symbol<br>PARK OHIO HOLDINGS CORP<br>[PKOH] | 5. Relationship of Reporting Person(s) to<br>Issuer (Check all applicable)                       |  |  |
|--|-------------------|----------|---|--|--|--|
| (Last) 6065 PARKL  | (First)  AND BLVD | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 03/11/2009                         | _X_ Director _X_ 10% Owner _X_ Officer (give title Other (specify below) CEO, COB                |  |  |
|  | (Street)          |          | 4. If Amendment, Date Original Filed(Month/Day/Year)                                | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person |  |  |
| CLEVELANI  | O, OH 44124       | ļ        |   | Form filed by More than One Reporting Person   |  |  |

| CLEVELAND, OH 44124                  |   |   |  |   |         | Person       |  | 1 0  |   |
|--------------------------------------|---|---|--|---|---------|--------------|--|--|---|
| (City)                               | (State)                                 | (Zip) Tab   | ole I - Non-                           | Derivative S                            | Securi  | ties Acq     | uired, Disposed  | of, or Benefic   | ially Owned   |
| 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transactic<br>Code<br>(Instr. 8) | 4. Securitie or(A) or Disp (Instr. 3, 4 | posed o | of (D) Price | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
| Common<br>Stock                      | 03/11/2009                              |   | M                                      | 300,000                                 | A       | \$<br>1.91   | 2,157,672  | D  |   |
| Common Stock (1)                     |   |   |  |   |         |              | 41,401   | I  | First Francis Company, Inc.                                       |
| Common Stock (2)                     |   |   |  |   |         |              | 17,000   | I  | EFC Properties, Inc.  |
| Common Stock (3)                     |   |   |  |   |         |              | 11,700   | I  | Crawford<br>Container   |

### Edgar Filing: CRAWFORD EDWARD F - Form 4

|   |        |   | Company                                     |  |  |  |  |
|---|--------|---|---|--|--|--|--|
| Common Stock (4)  | 22,500 | I | L'Accent<br>Provence                        |  |  |  |  |
| Common Stock (5)  | 9,500  | I | Spouse                                      |  |  |  |  |
| Common Stock (6)  | 16,224 | I | Individual<br>Account<br>Retirement<br>Plan |  |  |  |  |
| Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. |        |   |   |  |  |  |  |

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02) required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | orDeriv<br>Secur<br>Acqu<br>Dispo | umber of<br>vative<br>urities<br>uired (A) or<br>osed of (D)<br>r. 3, 4, and |                  |                    | 7. Title and Amour<br>Underlying Securi<br>(Instr. 3 and 4) |                    |
|---|---|---|---|---|-----------------------------------|--|------------------|--------------------|---|--------------------|
|   |   |   |   | Code V                                  | (A)                               | (D)  | Date Exercisable | Expiration<br>Date | Title   | Amo<br>Num<br>Shar |
| Employee<br>Stock<br>Option (7)                     | \$ 1.91   | 03/11/2009                              |   | M                                       |                                   | 300,000  | 11/30/2001(8)    | 11/30/2011         | Common<br>Stock   | 300                |

# **Reporting Owners**

| Reporting Owner Name / Address | Relationships |           |          |       |  |  |  |  |
|--------------------------------|---------------|-----------|----------|-------|--|--|--|--|
| Transfer and an area are       | Director      | 10% Owner | Officer  | Other |  |  |  |  |
| CRAWFORD EDWARD F              |               |           |          |       |  |  |  |  |
| 6065 PARKLAND BLVD.            | X             | X         | CEO, COB |       |  |  |  |  |
| CLEVELAND, OH 44124            |               |           |          |       |  |  |  |  |

# **Signatures**

Linda Kold, Attorney-In-Fact for Edward F. 03/13/2009 Crawford

> \*\*Signature of Reporting Person Date

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## **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 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) Number of shares reported in Individual Account Retirement Plan as of December 31, 2008.
- (7) Right to buy
- (8) 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.