

PARK OHIO HOLDINGS CORP  
 Form 4  
 December 21, 2004

**FORM 4**

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

OMB APPROVAL

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**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 \*  
**CRAWFORD MATTHEW V**

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)  
 23000 EUCLID AVENUE  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 12/17/2004

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 President and COO

CLEVELAND, OH 44117

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

(City) (State) (Zip)

**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	12/17/2004		S		100 D \$ 25.34	909,500	D
Common Stock	12/17/2004		S		205 D \$ 25.35	909,295	D
Common Stock	12/17/2004		S		200 D \$ 25.38	909,095	D
Common Stock	12/17/2004		S		100 D \$ 25.42	908,995	D
Common Stock	12/17/2004		S		400 D \$ 25.43	908,595	D

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Common Stock	12/17/2004	S	200	D	\$ 25.44	908,395	D	
Common Stock	12/17/2004	S	700	D	\$ 25.45	907,695	D	
Common Stock	12/17/2004	S	600	D	\$ 25.468	907,095	D	
Common Stock	12/17/2004	S	400	D	\$ 25.5	906,695	D	
Common Stock	12/17/2004	S	200	D	\$ 25.53	906,495	D	
Common Stock	12/17/2004	S	100	D	\$ 25.55	906,395	D	
Common Stock	12/17/2004	S	700	D	\$ 25.565	905,695	D	
Common Stock	12/17/2004	S	1,500	D	\$ 25.57	904,195	D	
Common Stock	12/17/2004	S	300	D	\$ 25.6	903,895	D	
Common Stock	12/17/2004	S	600	D	\$ 25.62	903,295	D	
Common Stock	12/17/2004	S	400	D	\$ 25.63	902,895	D	
Common Stock	12/17/2004	S	500	D	\$ 25.64	902,395	D	
Common Stock	12/17/2004	S	2,000	D	\$ 25.65	900,395	D	
Common Stock	12/17/2004	S	100	D	\$ 25.66	900,295	D	
Common Stock	12/17/2004	S	100	D	\$ 25.67	900,195	D	
Common Stock	12/17/2004	S	200	D	\$ 25.68	899,995	D	
Common Stock	12/17/2004	S	395	D	\$ 25.69	899,600	D	
Common Stock <sup>(1)</sup>						41,401	I	First Francis Company, Inc.
Common Stock <sup>(1)</sup>						11,700	I	Crawford Container Company

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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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**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
CRAWFORD MATTHEW V 23000 EUCLID AVENUE CLEVELAND, OH 44117	X	X	President and COO	

## Signatures

Matthew V. Crawford 12/21/2004

\_\_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.

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.