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PARK OHIO HOLDINGS CORP Form 4 November 29, 2016 OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **CRAWFORD EDWARD F** Issuer Symbol PARK OHIO HOLDINGS CORP (Check all applicable) [PKOH] (Last) (First) (Middle) 3. Date of Earliest Transaction _X__ Director X 10% Owner X_Officer (give title Other (specify (Month/Day/Year) below) below) 6065 PARKLAND BLVD. 11/28/2016 CEO, COB (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 Form filed by More than One Reporting CLEVELAND, OH 44124 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Indirect Beneficial anv (Instr. 3, 4 and 5) Ownership (Month/Day/Year) (Instr. 8) Owned (I) Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price 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	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of	8. Price
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof	Expiration Date	Underlying Securities	Derivat
Security	or Exercise		any	Code	Derivative	(Month/Day/Year)	(Instr. 3 and 4)	Securit

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acqu (A) o Dispo of (D (Instr	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				(Instr. :	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(1)	11/28/2016		А	146 (2)		(3)	(3)	Common Stock	146	\$ C

Reporting Owners

Crawford

Reporting Owner Name / Address	Relationships					
Reporting O when I tunie / Hutress	Director	10% Owner	Officer	Other		
CRAWFORD EDWARD F 6065 PARKLAND BLVD. CLEVELAND, OH 44124	Х	Х	CEO, COB			
Signatures						
Linda Kold, Attorney-In-Fact for Edward F.			11/29/2016			

<u>**Signature of Reporting Person</u> 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).

Date

- (1) Each Restricted Stock Unit ("RSU") represents a right to receive one share of Park-Ohio Holdings Corp. common stock ("Share").
- Reflects additional RSUs granted on November 28, 2016 pursuant to dividend equivalent sections of the Restricted Stock Units Agreements between Issuer and the Reporting Person.
- (3) RSUs are fully vested and will be settled in Shares and delivered to the Reporting Person within 30 days after separation of service.

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.