

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 *
VILSACK ROBERT D

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)
 Secretary & General Counsel

CLEVELAND, OH 44117
 (City) (State) (Zip)

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

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	12/17/2004		M	5,000	A \$ 4.4	8,000	D
Common Stock	12/17/2004		S	1,000	D \$ 25.5	7,000	D
Common Stock	12/17/2004		S	800	D \$ 25.51	6,200	D
Common Stock	12/17/2004		S	100	D \$ 25.52	6,100	D
Common Stock	12/17/2004		S	200	D \$ 25.54	5,900	D

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Common Stock	12/17/2004	S	100	D	\$ 25.55	5,800	D
Common Stock	12/17/2004	S	100	D	\$ 25.56	5,700	D
Common Stock	12/17/2004	S	700	D	\$ 25.58	5,000	D
Common Stock	12/17/2004	S	2,000	D	\$ 25.59	3,000	D

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 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. Amount or Number of Shares
Employee Stock Option ⁽¹⁾	\$ 4.4	12/17/2004		M	5,000	<u>(2)</u> 05/21/2013	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VILSACK ROBERT D 23000 EUCLID AVENUE CLEVELAND, OH 44117			Secretary & General Counsel	

Signatures

Linda Kold,
Attorney-In-Fact

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) Right to buy.
 - (2) The option vests in three equal installments on 5/21/2004, 5/21/2005 and 5/21/2006.

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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