PARK OHIO HOLDINGS CORP

Form 4

August 29, 2016

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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January 31, 2005

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Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * **AULETTA PATRICK V**

2. Issuer Name and Ticker or Trading

Symbol

Issuer

PARK OHIO HOLDINGS CORP

(Check all applicable)

5. Relationship of Reporting Person(s) to

[PKOH]

(Last) (First) 3. Date of Earliest Transaction

(Month/Day/Year)

X_ Director Officer (give title below)

10% Owner Other (specify

6065 PARKLAND BLVD.

08/26/2016

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 Form filed by More than One Reporting

Person

CLEVELAND, OH 44124

(City) (State) (Zip)

(Street)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

(Middle)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I)

(Instr. 4)

Ownership (Instr. 4)

(A)

(Instr. 8)

Following Reported Transaction(s) (Instr. 3 and 4)

or Code V Amount (D) Price

(Instr. 3, 4 and 5)

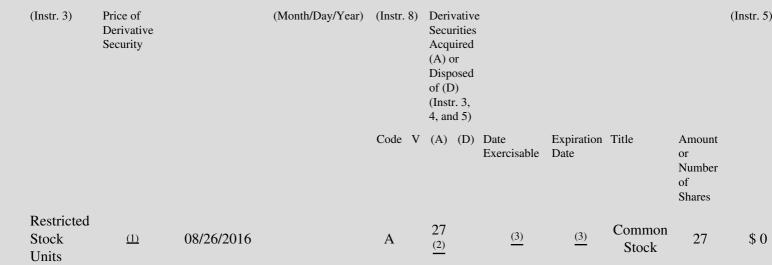
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 3. Transaction Date 3A. Deemed 5. 6. Date Exercisable and 7. Title and Amount of 8. Price Derivative (Month/Day/Year) **Expiration Date Underlying Securities** Derivati Conversion Execution Date, if TransactionNumber or Exercise (Month/Day/Year) (Instr. 3 and 4) Security Code Security any of

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Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| AULETTA PATRICK V | | | | |
| 6065 PARKLAND BLVD. | X | | | |
| CLEVELAND, OH 44124 | | | | |

Signatures

Linda Kold, Attorney-In-Fact for Patrick V.
Auletta

**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) Each Restricted Stock Unit ("RSU") represents a contingent right to receive one share of Park-Ohio Holdings Corp. common stock ("Share").
- (2) Reflects additional RSUs granted on August 26, 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.

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