

PARK OHIO HOLDINGS CORP  
 Form 4  
 December 20, 2010

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
 MIXON AARON MALACHI III

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)

3. Date of Earliest Transaction (Month/Day/Year)  
 12/16/2010

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

6065 PARKLAND BLVD.

(Street)

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

CLEVELAND, OH 44124

(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 Ownership (Instr. 4)
				Code	V Amount Price			
Common Stock <sup>(1)</sup>	12/16/2010		S	300	D \$ 22.21	32,600	D	
Common Stock	12/16/2010		S	100	D \$ 22.2172	32,500	D	
Common Stock	12/16/2010		S	400	D \$ 22.22	32,100	D	
Common Stock	12/16/2010		S	100	D \$ 22.23	32,000	D	
Common Stock	12/16/2010		S	1,300	D \$ 22.25	30,700	D	

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Common Stock	12/16/2010	S	400	D	\$ 22.26	30,300	D	
Common Stock	12/16/2010	S	100	D	\$ 22.2663	30,200	D	
Common Stock	12/16/2010	S	300	D	\$ 22.2748	29,900	D	
Common Stock	12/16/2010	S	500	D	\$ 22.28	29,400	D	
Common Stock	12/16/2010	S	400	D	\$ 22.2801	29,000	D	
Common Stock	12/16/2010	S	900	D	\$ 22.295	28,100	D	
Common Stock	12/16/2010	S	100	D	\$ 22.3	28,000	D	
Common Stock	12/16/2010	S	200	D	\$ 22.301	27,800	D	
Common Stock	12/16/2010	S	500	D	\$ 22.3436	27,300	D	
Common Stock	12/16/2010	S	100	D	\$ 22.36	27,200	D	
Common Stock	12/16/2010	S	100	D	\$ 22.38	27,100	D	
Common Stock	12/16/2010	S	500	D	\$ 22.44	26,600	D	
Common Stock	12/16/2010	S	500	D	\$ 22.494	26,100	D	
Common Stock	12/16/2010	S	100	D	\$ 22.5	26,000	D	
Common Stock	12/16/2010	S	400	D	\$ 22.521	25,600	D	
Common Stock	12/16/2010	S	100	D	\$ 22.53	25,500	D	
Common Stock <u>(2)</u>	12/16/2010	S	4,002	D	\$ 20	23,497	I	By Wife
Common Stock	12/16/2010	S	2,316	D	\$ 20.01	21,181	I	By Wife
Common Stock	12/16/2010	S	99	D	\$ 20.02	21,082	I	By Wife
Common Stock	12/16/2010	S	283	D	\$ 20.03	20,799	I	By Wife
	12/16/2010	S	2,803	D	\$ 20.05	17,996	I	By Wife

Common Stock									
Common Stock	12/16/2010		S	700	D	\$ 20.06	17,296	I	By Wife
Common Stock	12/16/2010		S	300	D	\$ 20.0601	16,996	I	By Wife
Common Stock	12/16/2010		S	200	D	\$ 20.07	16,796	I	By Wife
Common Stock	12/16/2010		S	400	D	\$ 20.0742	16,396	I	By Wife

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MIXON AARON MALACHI III 6065 PARKLAND BLVD. CLEVELAND, OH 44124		X		

## Signatures

Linda Kold, Attorney-In-Fact for A. Malachi  
Mixon, III

12/20/2010

\_\_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) Directly-owned shares of the reporting person reflect the redesignation of 27,499 shares. The 27,499 shares have been correctly designated as indirect.

- (2) 27,499 shares were mistakenly reported as being acquired by the reporting person as directly-owned shares. These 27,499 shares are now correctly designated as being indirectly owned. The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.

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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