#### RUTHERFORD JEFFREY L

Form 4

August 31, 2011

## FORM 4

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

OMB Number: 3235-0287

burden hours per

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

0.5

**OMB APPROVAL** 

Form 4 or 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

response...

1(b).

(City)

Stock (2)

(State)

(Zip)

(Print or Type Responses)

1. Name and Address of Reporting Person * RUTHERFORD JEFFREY L			2. Issuer Name <b>and</b> Ticker or Trading Symbol PARK OHIO HOLDINGS CORP [PKOH]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last) (First) (Middle) 6065 PARKLAND BLVD.			3. Date of Earliest Transaction (Month/Day/Year) 08/30/2011	Director 10% Owner _X_ Officer (give title Other (specify below)  Vice President & CFO			
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Chec Applicable Line) _X_ Form filed by One Reporting Person			
CLEVELAND, OH 44124				Form filed by More than One Reporting Person			

• •	Table 1 - Non-Derivative Securities Acquired, Disposed of, of Beneficiary Owned								
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any	3. 4. Securities Acquired Transaction(A) or Disposed of Code (D)				5. Amount of Securities Beneficially	6. Ownership Form: Direct	7. Nature of Indirect Beneficial Ownership (Instr. 4)
		(Month/Day/Year)	(Instr. 8)	` '			Owned Following Reported		
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock	08/30/2011		F	1,358	D	\$ 13.6	12,517	D	
Common Stock (1)	08/30/2011		G	2,642	D	\$0	9,875	D	
Common Stock (1)							25,428	I	By Wife
Common							16 924	T	Individual Account

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

16,824

I

Retirement Plan

### Edgar Filing: RUTHERFORD JEFFREY L - Form 4

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.

**SEC 1474** 

(9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

<ol> <li>Title of</li> </ol>	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	nt of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	,
(Instr. 3)	Price of		(Month/Day/Year)	onth/Day/Year) (Instr. 8) Derivative		e	Secu			(Instr. 5)	]
	Derivative				Securities			(Instr.	3 and 4)		(
	Security				Acquired						]
					(A) or						J
					Disposed						-
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									Amount		
									or		
						Date Expiration Exercisable Date	Expiration		Number		
							11110	of			
				Code V	(A) (D)				Shares		
				Code v	(A) $(D)$				Shares		

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

RUTHERFORD JEFFREY L 6065 PARKLAND BLVD. CLEVELAND, OH 44124

Vice President & CFO

## **Signatures**

Linda Kold, Attorney-In-Fact for Jeffrey L. Rutherford

08/31/2011

\*\*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 disclaims beneficial ownership of all securities held by his wife and this report shall not be deemed an admission that the reporting person is the beneficial owner of those shares for purposes of Section 16 for any other purpose.
- (2) Number of shares reported in Individual Account Retirement Plan as of July 29, 2011.

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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