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| Check this box if no longer subject to Section 16. SECURITIES STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Section 16. SECURITIES Estimated average burden hours per | -0287 | | | | |
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| FORM 4 OMB APPROV Check this box if no longer subject to Section 16. STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES OMB Number: Januar State of the section 16. State of the section 16. State of the section 16. State of the section 16. | -0287 | | | | |
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| | | | | | |
| Form 4 or response | 0.5 | | | | |
| Form 5 obligations Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1035 or Section | | | | | |
| may continue. | | | | | |
| <i>See</i> Instruction 30(h) of the Investment Company Act of 1940 | | | | | |
| 1(b). | | | | | |
| (Print or Type Responses) | | | | | |
| | | | | | |
| 1. Name and Address of Reporting Person [*] _ 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to | Reporting Person(s) to | | | | |
| ROMNEY RONNA Symbol Issuer | | | | | |
| PARK OHIO HOLDINGS CORP (Check all applicable) | | | | | |
| [PKOH] | | | | | |
| Officer (cive title Other (creatified the contraction Officer (cive title Other (creatified the contraction Other (creatified the contraction Other (creatified the contraction Other (creatified the contraction)) | X_ Director 10% Owner Officer (give title Other (specify | | | | |
| (Month/Day/Year)Other (give the below)6065 PARKLAND BLVD.05/24/2012 | | | | | |
| | | | | | |
| | 6. Individual or Joint/Group Filing(Check | | | | |
| Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person | Applicable Line) _X_ Form filed by One Reporting Person | | | | |
| CLEVELAND, OH 44124 — Form filed by More than One Reporting Person | | | | | |
| | | | | | |
| (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owne | d | | | | |
| 1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Natu | e of | | | | |
| Security(Month/Day/Year)Execution Date, ifTransactionAcquired (A) orSecuritiesForm: DirectIndirect(Instr. 3)anyCodeDisposed of (D)Beneficially(D) orBenefic | neficial | | | | |
| (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Indirect (I) Owners | hip | | | | |
| Following (Instr. 4) (Instr. 4 Reported |) | | | | |
| (A) Transaction(s) | | | | | |
| Code V Amount (D) Price (Instr. 3 and 4) | | | | | |
| Common Stock 05/24/2012 A 3,000 A \$ 0 21,700 D | | | | | |

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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

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| 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. Transactic Code (Instr. 8) | 5. 6. Date Exercisable on Number Expiration Date of (Month/Day/Year) Derivative Securities Acquired (A) or Disposed of (D) | | ate | Secur | int of rlying | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr |
|---|---|---|---|--|--|---------------------|--------------------|-------|--|---|---|
| | | | | Code V | (Instr. 3, 4, and 5) (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | | |
|--|---------------|------------|---------|-------|--|--|--|--|
| 1 | Director | 10% Owner | Officer | Other | | | | |
| ROMNEY RONNA 6065 PARKLAND BLVD. CLEVELAND, OH 44124 | Х | | | | | | | |
| Signatures | | | | | | | | |
| Linda Kold, Attorney-In-Fact f Romney | | 05/24/2012 | | | | | | |
| **Signature of Reporting Pers | | 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).

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.