PARK OHIO HOLDINGS CORP

Form 5

March 04, 2005

OMB APPROVAL FORM 5 **OMB**

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

Check this box if no longer subject to Section 16. ANNUAL STATEMENT OF CHANGES IN BENEFICIAL Form 4 or Form OWNERSHIP OF SECURITIES 5 obligations may continue.

January 31, Expires: 2005 Estimated average burden hours per response... 1.0

Number:

3235-0362

See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940

Form 4

Transactions Reported

1. Name and Address of Reporting Person * WERT JAMES W			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) 23000 EUCLII	(First) D AVENUE	(Middle)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2004	X Director 10% Owner Officer (give title below) Other (specify below)		
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Reporting (check applicable line)		

CLEVELAND, OHÂ 44117

X Form Filed by One Reporting Person Form Filed by More than One Reporting

(City)	(State)	(Zip) Tabl	e I - Non-Der	ivative Se	curitie	es Acquir	ed, Disposed of	, or Beneficial	y 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. Securit (A) or Di (Instr. 3,	spose	d of (D)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock (1)	12/16/2004	Â	G4	6,000	D	\$0	66,500	D	Â
Common Stock	12/16/2004	Â	S4	5,000	D	\$ 25.64	61,500	D	Â
Common Stock (2)	Â	Â	3	Â	Â	Â	Â	I	By Family Trust
Common Stock (3)	Â	Â	3	Â	Â	Â	Â	I	Trust for Son

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Common Stock (3) Â Â Â Â Â Â Â Î I Trust for Daughter

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)

the form displays a currently valid OMB control number.

of D

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or		ate	Secur	ınt of rlying	8. Price of Derivative Security (Instr. 5)
				Disposed					
				of (D) (Instr. 3,					
				4, and 5)					
								Amount	
					Date Exercisable	Expiration Date	Title	or Number of	
				(A) (D)				Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships						
· · · · · · · · · · · · · · · · · · ·	Director	10% Owner	Officer	Other			
WERT JAMES W	Ŷ * **	?	?	^			
23000 EUCLID AVENUE	ÂΧ	Ä	A	Α			
CLEVELAND, OH 44117							

Signatures

Linda Kold, Attorney-In-Fact for James
W. Wert

**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 transaction date for this transaction, and the Date of Earliest Transaction, were incorrectly reported as December 17, 2004 instead of December 16, 2004 on the Form 4 filed December 21, 2004.
- (2) Formerly identified as "Trust".

These shares were previously attributed to the reporting person's minor child and subsequently transferred to a trust for the reporting person's child. The reporting person disclaims beneficial ownership in these shares, and this report shall not be deemed an admission that the reporting person is the beneficial owner of these shares 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 provided is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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