#### PARK OHIO HOLDINGS CORP

Form 5

March 04, 2005

# FORM 5 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

response...
Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

1(b). Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
Reported
Form 4 30(h) of the Investment Company Act of 1940

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 EUCLI	(First)	(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)		
23000 LCCLI	(Street)	_	4. If Amendment, Date Original	6. Individual or Joint/Group Reporting		
			Filed(Month/Day/Year)	(check applicable line)		

#### CLEVELAND, OHÂ 44117

\_X\_Form Filed by One Reporting Person \_\_Form Filed by More than One Reporting Person

(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

3235-0362

January 31,

2005

1.0

Number:

Expires:

Estimated average

burden hours per

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Common Stock  $\underline{^{(3)}}$   $\hat{A}$   $\hat{A$ 

securities beneficially owned directly or indirectly.

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SEC 2270 (9-02)

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Number	Expiration D	ate	Amount of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underlying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securities	(Instr. 5)
	Derivative				Securities	3		(Instr. 3 and 4	.)
	Security				Acquired				
					(A) or				
					Disposed				
					of (D)				
					(Instr. 3,				
					4, and 5)				
								<b>A</b>	.4
								Amour	IŪ
						Date	Expiration	Or Title Namels	
						Exercisable	Date	Title Number	er
					(A) (D)			of	
					(A) (D)			Shares	

### **Reporting Owners**

Reporting Owner Name / Address	Relationships						
· · · · · · · · · · · · · · · · · · ·	Director	10% Owner	Officer	Other			
WERT JAMES W 23000 EUCLID AVENUE CLEVELAND, OH 44117	ÂX	Â	Â	Â			

### **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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