

VILSACK ROBERT D
 Form 4/A
 October 03, 2017

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 *
VILSACK ROBERT D

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)
6065 PARKLAND BLVD.
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
09/27/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Secretary & General Counsel

CLEVELAND, OH 44124
 (City) (State) (Zip)

4. If Amendment, Date Original Filed (Month/Day/Year)
09/29/2017

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 ____ Form filed by More than One Reporting Person

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)
				(A) or (D) Code V Amount Price			
Common Stock	09/27/2017		M	8,907 A \$ 15.61	102,434	D	
Common Stock	09/27/2017		S	600 D \$ 43.95	101,834	D	
Common Stock	09/27/2017		S	100 D \$ 44	101,734	D	
Common Stock	09/27/2017		S	100 D \$ 44.1	101,634	D	
Common Stock	09/27/2017		S	200 D \$ 44.15	101,434	D	

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Common Stock	09/27/2017	S	200	D	\$ 44.2	101,234	D
Common Stock	09/27/2017	S	800	D	\$ 44.25	100,434	D
Common Stock	09/27/2017	S	2,581	D	\$ 44.8	97,853	D
Common Stock	09/28/2017	S	855	D	\$ 45.8	96,998	D
Common Stock	09/28/2017	S	2,000	D	\$ 45.85	94,998	D

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 (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. Amount or Number of Shares
Employee Stock Option Right to Buy	\$ 15.61	09/27/2017		M	8,907	<u>(1)</u> 05/20/2018	Common Stock	8,907

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VILSACK ROBERT D 6065 PARKLAND BLVD. CLEVELAND, OH 44124			Secretary & General Counsel	

Signatures

Linda Kold, Attorney-In-Fact for Robert D.
Vilsack

10/03/2017

__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 option vested in three equal installments on 5/20/2009, 5/20/2010 and 5/20/2011.

Remarks:

Correction of Form 4 filed September 29, 2017 which showed 10,000 stock options were exercised. Only 8,907 stock options

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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