

TIMKEN CO  
Form 4  
February 14, 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 \*  
Chadwick Shelly Marie

(Last) (First) (Middle)

4500 MT. PLEASANT ST. NW

(Street)

NORTH CANTON, OH 44720

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
TIMKEN CO [TKR]

3. Date of Earliest Transaction (Month/Day/Year)  
02/11/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_ Other (specify below)

Chief Accounting Officer

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount (A) or Price (D)   |  |                                   |
| Common Stock                    | 02/11/2017                           |  | A                              |   | 185 \$ 0  | D  |                                   |
| Common Stock <sup>(1)</sup>     | 02/11/2017                           |  | F                              |   | 67 \$ 45.2  | D  |                                   |
| Common Stock                    | 02/12/2017                           |  | A                              |   | 133 \$ 0  | D  |                                   |
| Common Stock <sup>(2)</sup>     | 02/11/2017                           |  | F                              |   | 49 \$ 45.2  | D  |                                   |
| Common Stock                    |                                      |  |                                |   | 946   | I  | 401 (k)                           |

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**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 Acquired (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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Restricted Share Unit                      | \$ 0   | 02/13/2017                           |  | A                              | 850   | <u>(3)</u> 02/13/2021                                    | Common Stock  | 850                        |
| Restricted Share Unit                      | \$ 0   | 02/13/2017                           |  | A                              | 2,100   | <u>(4)</u> 12/31/2019                                    | Common Stock  | 2,100                      |
| Employee Stock Option (right to buy)       | \$ 45.35   | 02/13/2017                           |  | A                              | 5,375   | 02/13/2018 <sup>(5)</sup> 02/13/2027                     | Common Stock  | 5,375                      |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                          |       |
|---|---------------|-----------|--------------------------|-------|
|   | Director      | 10% Owner | Officer                  | Other |
| Chadwick Shelly Marie<br>4500 MT. PLEASANT ST. NW<br>NORTH CANTON, OH 44720 |               |           | Chief Accounting Officer |       |

## Signatures

/s/ Shelly M. Chadwick 02/14/2017

\*\*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) Represents vesting of 25% of the restricted share units granted on February 11, 2016.
- (2) Represents vesting of 25% of the restricted share units granted on February 12, 2015.
- (3) Grant of 850 time-based restricted share units that vest 25% per year.
- (4) Grant of 2,100 performance-based restricted share units subject to certain performance criteria between January 1, 2017 and December 31, 2019.
- (5) These options will become exercisable in annual 25% increments beginning on February 13, 2018.

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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