

TIMKEN CO

Form 4

February 14, 2017

**FORM 4**
**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*  
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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**BURKHART WILLIAM R**

(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)

EVP, GC and Secretary

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                    | V                                                                          | Amount<br>(A)<br>or<br>(D)                                                                                         | Price                                                                |                                                                   |
| Common<br>Stock <sup>(1)</sup>        | 02/11/2017                              |                                                             | A                                       |                                                                            | 1,025                                                                                                              | A \$ 0                                                               | 36,582 D                                                          |
| Common<br>Stock                       | 02/11/2017                              |                                                             | F                                       |                                                                            | 371                                                                                                                | D \$<br>45.2                                                         | 36,211 D                                                          |
| Common<br>Stock <sup>(2)</sup>        | 02/12/2017                              |                                                             | A                                       |                                                                            | 731                                                                                                                | A \$ 0                                                               | 36,942 D                                                          |
| Common<br>Stock                       | 02/12/2017                              |                                                             | F                                       |                                                                            | 265                                                                                                                | D \$<br>45.2                                                         | 36,677 D                                                          |
| Common<br>Stock                       |                                         |                                                             |                                         |                                                                            |                                                                                                                    |                                                                      | 5,636 I 401(k)                                                    |

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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.**

SEC 1474  
(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                              | 2,625                                                                                   | (3) 02/13/2021                                           | Common Stock                                                  | 2,625                      |
| Restricted Share Unit                      | \$ 0                                                   | 02/13/2017                           |                                                    | A                              | 6,550                                                                                   | (4) 12/31/2019                                           | Common Stock                                                  | 6,550                      |
| Employee Stock Option (right to buy)       | \$ 45.35                                               | 02/13/2017                           |                                                    | A                              | 16,825                                                                                  | 02/13/2018(5) 02/13/2027                                 | Common Stock                                                  | 16,825                     |

## Reporting Owners

| Reporting Owner Name / Address                                           | Relationships |           |                             |       |
|--------------------------------------------------------------------------|---------------|-----------|-----------------------------|-------|
|                                                                          | Director      | 10% Owner | Officer                     | Other |
| BURKHART WILLIAM R<br>4500 MT. PLEASANT ST. NW<br>NORTH CANTON, OH 44720 |               |           | EVP, GC<br>and<br>Secretary |       |

## Signatures

/s/ William R. Burkhart 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).

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- (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 2,625 time-based restricted share units that vest 25% per year.
- (4) Grant of 6,550 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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