

TIMKEN CO

Form 3

November 01, 2016

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF 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 *

Â Chadwick Shelly Marie

(Last)

(First)

(Middle)

4500 MT. PLEASANT ST. NW

(Street)

NORTH

CANTON,Â OHÂ 44720

(City)

(State)

(Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

11/01/2016

3. Issuer Name **and** Ticker or Trading Symbol
TIMKEN CO [TKR]4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

☐ Director ☐ 10% Owner☒ Officer ☐ Other

(give title below) (specify below)

Chief Accounting Officer

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

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 Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock (Restricted)

3,120 ⁽¹⁾

D

Â

Common Stock

942

I

401 (k)

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

SEC 1473 (7-02)

**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.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)4. Conversion
or Exercise
Price of
Derivative5. Ownership
Form of
Derivative
Security:6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Employee Stock Option (right to buy)	02/09/2013 ⁽²⁾	02/09/2022	Common Stock	1,600	\$ 37.31	D	Â
Employee Stock Option (right to buy)	02/07/2014 ⁽²⁾	02/07/2023	Common Stock	1,600	\$ 40.56	D	Â
Employee Stock Option (right to buy)	02/13/2015 ⁽²⁾	02/13/2024	Common Stock	1,880	\$ 41.15	D	Â
Employee Stock Option (right to buy)	02/12/2016 ⁽²⁾	02/12/2025	Common Stock	3,140	\$ 41.79	D	Â
Employee Stock Option (right to buy)	02/11/2017 ⁽²⁾	02/11/2026	Common Stock	4,740	\$ 27.75	D	Â
Common Stock (Restricted)	Â ⁽³⁾	12/31/2017	Common Stock	1,320	\$ 0	D	Â
Common Stock (Restricted)	Â ⁽⁴⁾	12/31/2018	Common Stock	1,850	\$ 0	D	Â
Common Stock (Restricted)	Â ⁽⁵⁾	02/12/2019	Common Stock	398	\$ 0	D	Â
Common Stock (Restricted)	Â ⁽⁶⁾	02/11/2020	Common Stock	740	\$ 0	D	Â

Reporting Owners

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

Signatures

/s/ Shelly M. Chadwick 11/01/2016

 **Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

Includes: (a) February 9, 2012 grant of 2,000 restricted shares, subject to forfeiture under certain circumstances, that vest 100% on

(1) February 9, 2017 and (b) February 13, 2014 grant of 1,120 restricted shares, subject to forfeiture under certain circumstances, that vest 100% on February 13, 2017.

(2) The options became exercisable in annual 25 percent increments from the date of grant.

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- (3) Performance based restricted stock units subject to certain performance criteria between January 1, 2015 and December 31, 2017.
- (4) Performance based restricted stock units subject to certain performance criteria between January 1, 2016 and December 31, 2018.
- (5) Remaining restricted stock units from February 12, 2015 grant of 530 time based restricted stock units that vest 25% per year.
- (6) February 11, 2016 grant of time based restricted stock units that vest 25% per year.

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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