

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Kyle Richard G

(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
☒ Officer (give title below) ☐ Other (specify below)

President and CEO

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock ⁽¹⁾	02/11/2017		A	V Amount (A) or (D) Price 7,168 A \$ 0	71,266	D	
Common Stock	02/11/2017		F	2,259 D \$ 45.2	69,007	D	
Common Stock ⁽²⁾	02/12/2017		A	5,119 A \$ 0	74,126	D	
Common Stock	02/12/2017		F	1,580 D \$ 45.2	72,546	D	
Common Stock					4,499	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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number of Shares
Restricted Share Unit	\$ 0	02/13/2017		A	18,350	(3) 02/13/2021	Common Stock 18
Restricted Share Unit	\$ 0	02/13/2017		A	45,875	(4) 12/31/2019	Common Stock 45
Employee Stock Option (right to buy)	\$ 45.35	02/13/2017		A	117,750	02/13/2018(5) 02/13/2027	Common Stock 117

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kyle Richard G 4500 MT. PLEASANT ST. NW NORTH CANTON, OH 44720	X		President and CEO	

Signatures

/s/ Richard G.
Kyle

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.

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- (3) Grant of 18,350 time-based restricted share units that vest 25% per year.
- (4) Grant of 45,875 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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