

TIMKEN CO
Form 4
February 16, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 * | | | 2. Issuer Name and Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer |
| BURKHART WILLIAM R | | | TIMKEN CO [TKR] | (Check all applicable) |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner |
| 4500 MT. PLEASANT ST. NW | | | 02/11/2016 | <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) |
| (Street) | | | 4. If Amendment, Date Original Filed(Month/Day/Year) | EVP, GC and Secretary |
| NORTH CANTON, OH 44720 | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | | <input type="checkbox"/> 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) | Price | | |
| Common Stock ⁽¹⁾ | 02/11/2016 | | A | 1,947 | A \$ 0 | 35,647 ⁽²⁾ | D |
| Common Stock | 02/11/2016 | | F | 595 ⁽³⁾ | D \$ 28.11 | 35,052 | D |
| Common Stock ⁽⁴⁾ | 02/12/2016 | | A | 731 | A \$ 0 | 35,783 | D |
| Common Stock | 02/12/2016 | | F | 220 ⁽⁵⁾ | D \$ 29.17 | 35,563 | D |
| Common Stock | | | | | | 5,502 | I 401(k) |

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

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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 Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Employee Stock Option (right to buy) | \$ 27.75 | 02/11/2016 | | A | 26,250 | 02/11/2017 ⁽⁶⁾ 02/11/2026 | Common Stock | 26,250 |
| Restricted Share Unit | \$ 0 | 02/11/2016 | | A | 10,250 | ⁽⁷⁾ 12/31/2018 | Common Stock | 10,250 |
| Restricted Share Unit | \$ 0 | 02/11/2016 | | A | 4,100 | ⁽⁸⁾ 02/11/2020 | Common Stock | 4,100 |

Reporting Owners

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

Signatures

/s/ William R. Burkhart 02/16/2016

**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) Reflects shares awarded pursuant to the second half of the 2013-2015 performance cycle for the strategic performance shares granted on February 7, 2013.
- (2) Includes 7 shares earned through dividend reinvestment.
- (3) Shares withheld for taxes on 1,947 shares granted from vesting of February 7, 2013 performance share unit grant.
- (4) Represents vesting of 25% of the restricted share units granted on February 12, 2015.
- (5) Shares withheld for taxes on 731 shares granted from vesting of February 12, 2015 restricted share unit grant.
- (6) These options will become exercisable in annual 25 percent increments beginning on February 11, 2017.
- (7) Performance based restricted stock units subject to certain performance criteria between January 1, 2016 and December 31, 2018.
- (8) Grant of 4,100 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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