

TIMKEN CO

Form 4

February 15, 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 *
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)

02/13/2017

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 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⁾	02/13/2017		A	6,600	A \$ 0	43,277	D
Common Stock	02/13/2017		F	2,037	D \$ 45.85	41,240	D
Common Stock	02/13/2017		M	6,562	A \$ 27.75	47,802	D
Common Stock	02/13/2017		F	791	D \$ 45.49	47,011	D
Common Stock	02/13/2017		S	5,771	D \$ 45.49	41,240	D

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Common Stock	02/13/2017	M	13,700	A	\$ 37.31	54,940	D	
Common Stock	02/13/2017	F	772	D	\$ 45.49	54,168	D	
Common Stock	02/13/2017	S	12,928	D	\$ 45.49	41,240	D	
Common Stock	02/13/2017	M	11,600	A	\$ 35.97	52,840	D	
Common Stock	02/13/2017	F	757	D	\$ 45.5	52,083	D	
Common Stock	02/13/2017	S	10,843	D	\$ 45.5	41,240	D	
Common Stock						5,636	I	401(k)

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Options (right to buy)	\$ 27.75	02/13/2017		M	6,562	(2) 02/11/2026	Common Stock 6,562
Employee Stock Option (right to buy)	\$ 37.31	02/13/2017		M	13,700	(3) 02/09/2022	Common Stock 13,700
	\$ 35.97	02/13/2017		M	11,600	(4) 02/08/2021	11,600

Employee
Stock
Option
(right to
buy)

Common
Stock

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

02/15/2017

__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 100% of the cliff vested restricted share units granted on February 13, 2014 and previously reported on Form 4.
- (2) 6,562 stock options from 2-13-16 grant of 26,250 stock options (previously reported on a Form 4). The stock options vest in 25% increments per year from the date of grant.
- (3) 13,700 stock options granted on 2-9-12 (previously reported on Form 4) that vested in 25% increments per year from the date of grant.
- (4) 11,600 stock options granted on 2-8-11 (previously reported on Form 4) that vested in 25% increments per year from the date of grant.

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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