

TIMKEN CO
Form 3
May 12, 2016

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

OMB APPROVAL

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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)

| | | | | | |
|---|---|---|--|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p>Myers Ronald J</p> <p>(Last) (First) (Middle)</p> <p>4500 MOUNT PLEASANT ST. NW</p> <p>(Street)</p> <p>NORTH CANTON, OH 44720</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>05/10/2016</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>TIMKEN CO [TKR]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) VP - Human Resources</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|---|---|---|--|---|---|

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 | 6,004 | D | ^ |
| Common Stock (Restricted) | 2,300 ⁽¹⁾ | D | ^ |
| Common Stock | 6,240 | I | 401(k) |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying | 4. Conversion | 5. Ownership | 6. Nature of Indirect Beneficial |
|---------------------------------|---|--|---------------|--------------|----------------------------------|
|---------------------------------|---|--|---------------|--------------|----------------------------------|

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| (Instr. 4) | Date Exercisable | Expiration Date | Derivative Security (Instr. 4) Title | Amount or Number of Shares | or Exercise Price of Derivative Security | Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | Ownership (Instr. 5) |
|--------------------------------------|---------------------------|-----------------|---|----------------------------|--|--|----------------------|
| Employee Stock Option (right to buy) | 02/08/2011 ⁽²⁾ | 02/08/2020 | Common Stock | 3,375 | \$ 16.34 | D | Â |
| Employee Stock Option (right to buy) | 02/08/2012 ⁽²⁾ | 02/08/2021 | Common Stock | 3,800 | \$ 35.97 | D | Â |
| Employee Stock Option (right to buy) | 02/09/2013 ⁽²⁾ | 02/09/2022 | Common Stock | 5,100 | \$ 37.31 | D | Â |
| Employee Stock Option (right to buy) | 02/07/2014 ⁽³⁾ | 02/07/2023 | Common Stock | 5,700 | \$ 40.56 | D | Â |
| Employee Stock Option (right to buy) | 02/13/2015 ⁽³⁾ | 02/13/2024 | Common Stock | 3,900 | \$ 41.15 | D | Â |
| Employee Stock Option (right to buy) | 02/12/2016 ⁽³⁾ | 02/12/2025 | Common Stock | 6,975 | \$ 41.79 | D | Â |
| Employee Stock Option (right to buy) | 02/11/2017 ⁽³⁾ | 02/11/2026 | Common Stock | 11,550 | \$ 27.75 | D | Â |
| Common Stock (Restricted) | Â ⁽⁴⁾ | 12/31/2018 | Common Stock | 3,225 | \$ 0 | D | Â |
| Common Stock (Restricted) | Â ⁽⁵⁾ | 12/31/2019 | Common Stock | 4,525 | \$ 0 | D | Â |
| Common Stock (Restricted) | Â ⁽⁶⁾ | 02/12/2019 | Common Stock | 975 | \$ 0 | D | Â |
| Common Stock (Restricted) | Â ⁽⁷⁾ | 02/11/2020 | Common Stock | 1,825 | \$ 0 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Myers Ronald J 4500 MOUNT PLEASANT ST. NW NORTH CANTON, OH 44720 | Â | Â | Â VP - Human Resources | Â |

Signatures

/s/ Ronald J. Myers
05/12/2016

**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).

- (1) February 3, 2014 grant of restricted shares, subject to forfeiture under certain circumstances, that vest 100% on February 3, 2017.
- (2) The options became exercisable in annual 25 percent increments from the date of grant.
- (3) The options become exercisable in annual 25 percent increments from the date of grant.
- (4) Performance based restricted stock units subject to certain performance criteria between January 1, 2015 and December 31, 2017.
- (5) Performance based restricted stock units subject to certain performance criteria between January 1, 2016 and December 31, 2018.
- (6) Remaining restricted stock units from February 12, 2015 grant of 1,300 time based restricted stock units that vest 25% per year.
- (7) 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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