

TIMKEN CO  
Form SC 13D/A  
August 07, 2014

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

**SCHEDULE 13D**

**Under the Securities Exchange Act of 1934  
(Amendment No. 8)\***

**The Timken Company**

(Name of Issuer)

**Common Stock, \$0.00 par value**

(Title of Class of Securities)

**887389104**

(CUSIP Number)

<b>Ralph V. Whitworth</b>
<b>Relational Investors, LLC</b>
<b>12400 High Bluff Drive, Suite 600</b>
<b>San Diego, CA 92130</b>
<b>(858) 704-3333</b>

(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

**August 5, 2014**

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. o

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

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\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No.

1. Names of Reporting Persons.  
  
I.R.S. Identification Nos. of Above Persons (Entities Only)  
Relational Investors, LLC
2. Check the Appropriate Box if a Member of a Group (See Instructions)
 

(a)	x
(b)	o
3. SEC Use Only
4. Source of Funds (See Instructions)  
OO
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o
6. Citizenship or Place of Organization  
Delaware
 

7.	Sole Voting Power	4,935,828
8.	Shared Voting Power	-0-
9.	Sole Dispositive Power	4,935,828
10.	Shared Dispositive Power	-0-
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
4,935,828
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o
13. Percent of Class Represented by Amount in Row (11)  
5.41%
14. Type of Reporting Person (See Instructions)  
IA/HC/OO

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

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1. Names of Reporting Persons.

I.R.S. Identification Nos. of Above Persons (Entities Only)  
Relational Investors Mid-Cap Fund I, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  x  
(b)  o

3. SEC Use Only

4. Source of Funds (See Instructions)  
WC

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)  o

6. Citizenship or Place of Organization  
Delaware

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

7. Sole Voting Power  
1,395,604

8. Shared Voting Power  
-0-

9. Sole Dispositive Power  
1,395,604

10. Shared Dispositive Power  
-0-

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
1,395,604

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)  o

13. Percent of Class Represented by Amount in Row (11)  
1.53%

14. Type of Reporting Person (See Instructions)  
PN

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1. Names of Reporting Persons.

I.R.S. Identification Nos. of Above Persons (Entities Only)  
Relational Investors Mid-Cap Fund II, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  x  
(b)  o

3. SEC Use Only

4. Source of Funds (See Instructions)  
WC

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)  o

6. Citizenship or Place of Organization  
Delaware

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

7. Sole Voting Power  
1,521,126

8. Shared Voting Power  
-0-

9. Sole Dispositive Power  
1,521,126

10. Shared Dispositive Power  
-0-

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
1,521,126

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)  o

13. Percent of Class Represented by Amount in Row (11)  
1.67%

14. Type of Reporting Person (See Instructions)  
PN

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1. Names of Reporting Persons.

I.R.S. Identification Nos. of Above Persons (Entities Only)  
 Relational Coast Partners, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  x  
 (b)  o

3. SEC Use Only

4. Source of Funds (See Instructions)  
 WC/OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)  o

6. Citizenship or Place of Organization  
 Delaware

Number of  
 Shares  
 Beneficially  
 Owned by  
 Each  
 Reporting  
 Person With

7. Sole Voting Power  
 81,994

8. Shared Voting Power  
 -0-

9. Sole Dispositive Power  
 81,994

10. Shared Dispositive Power  
 -0-

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
 81,994

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)  o

13. Percent of Class Represented by Amount in Row (11)  
 0.09%

14. Type of Reporting Person (See Instructions)  
 PN

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1. Names of Reporting Persons.

I.R.S. Identification Nos. of Above Persons (Entities Only)  
Relational Fund Partners, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  x  
(b)  o

3. SEC Use Only

4. Source of Funds (See Instructions)  
WC/OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)  o

6. Citizenship or Place of Organization  
Delaware

7. Sole Voting Power  
8,485

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

8. Shared Voting Power  
-0-

9. Sole Dispositive Power  
8,485

10. Shared Dispositive Power  
-0-

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
8,485

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)  o

13. Percent of Class Represented by Amount in Row (11)  
0.01%

14. Type of Reporting Person (See Instructions)  
PN

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1. Names of Reporting Persons.

I.R.S. Identification Nos. of Above Persons (Entities Only)  
RH Fund 1, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  x  
(b)  o

3. SEC Use Only

4. Source of Funds (See Instructions)  
WC/OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)  o

6. Citizenship or Place of Organization  
Delaware

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

7. Sole Voting Power  
36,527

8. Shared Voting Power  
-0-

9. Sole Dispositive Power  
36,527

10. Shared Dispositive Power  
-0-

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
36,527

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)  o

13. Percent of Class Represented by Amount in Row (11)  
0.04%

14. Type of Reporting Person (See Instructions)  
PN



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1. Names of Reporting Persons.

I.R.S. Identification Nos. of Above Persons (Entities Only)  
Relational Investors IX, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  x  
(b)  o

3. SEC Use Only

4. Source of Funds (See Instructions)  
WC

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)  o

6. Citizenship or Place of Organization  
Delaware

7. Sole Voting Power  
137,657

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

8. Shared Voting Power  
-0-

9. Sole Dispositive Power  
137,657

10. Shared Dispositive Power  
-0-

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
137,657

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)  o

13. Percent of Class Represented by Amount in Row (11)  
0.15%

14. Type of Reporting Person (See Instructions)  
PN

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1. Names of Reporting Persons.

I.R.S. Identification Nos. of Above Persons (Entities Only)  
Relational Investors XV, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  x

(b)