

TIMKEN CO

Form 4

February 16, 2016

**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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Coughlin Christopher A

(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)

02/11/2016

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 &amp; Group President

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 Ownership (Instr. 4)
Common Stock <sup>(1)</sup>	02/11/2016		A	4,165 A	\$ 0 52,792 <sup>(2)</sup>	D	
Common Stock	02/11/2016		F	1,285 <sup>(3)</sup> D	\$ 28.11 51,507	D	
Common Stock <sup>(4)</sup>	02/12/2016		A	1,600 A	\$ 0 53,107	D	
Common Stock	02/12/2016		F	494 <sup>(5)</sup> D	\$ 29.17 52,613	D	
Common Stock					17,767	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)	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 27.75	02/11/2016		A	57,475	02/11/2017 <sup>(6)</sup> 02/11/2026	Common Stock	57,475
Restricted Share Unit	\$ 0	02/11/2016		A	22,425	<sup>(7)</sup> 12/31/2018	Common Stock	22,425
Restricted Share Unit	\$ 0	02/11/2016		A	8,975	<sup>(8)</sup> 02/11/2020	Common Stock	8,975

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Coughlin Christopher A 4500 MT. PLEASANT ST. NW NORTH CANTON, OH 44720			EVP & Group President	

## Signatures

/s/ Christopher A. Coughlin  
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 680 shares earned through dividend reinvestment in 2015.
- (3) Shares withheld for taxes on 4,165 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 1,600 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 8,975 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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