

TIMKEN CO
Form 4
May 22, 2015

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
TIMKEN WARD J JR

(Last) (First) (Middle)

1835 DUEBER AVENUE, S.W.

(Street)

CANTON, OH 44706

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

TIMKEN CO [TKR]

3. Date of Earliest Transaction
(Month/Day/Year)

05/21/2015

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)

☒ 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)
---------------------------------------	---	---	--------------------------------------	---	--	---	---

			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/21/2015		M		114,000	A	\$ 21.07	313,339	D	
Common Stock	05/21/2015		F		25,686	D	\$ 40.6254	287,653	D	
Common Stock	05/21/2015		S		88,314	D	\$ 40.6254	199,339	D	
Common Stock								200,000	I	By Self as Manager of LLC ⁽¹⁾
Common Stock								18,435	I	Savings Inv. Plan

Edgar Filing: TIMKEN CO - Form 4

Common Stock	2,810	I	By Spouse (2)
Common Stock	12,855	I	By Child
Common Stock	12,155	I	By Child
Common Stock	53,000	I	By self as Co-Trustee and beneficiary (3)
Common Stock	6,000	I	By self as Co-Trustee (2) (4)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number of Shares
Nonqualified Stock Option (Right to buy) (6)	\$ 21.07	05/21/2015		M	114,000	(5) 02/05/2017	Common Stock 114

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
TIMKEN WARD J JR 1835 DUEBER AVENUE, S.W. CANTON, OH 44706	X

Signatures

Ward J. Timken,
Jr.

05/22/2015

 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) By self as sole manager of the WJ Timken Jr Family, LLC. Members of the LLC include the reporting person, immediate family members and trusts for the benefit of immediate family members.

(2) DISCLAIMER: Undersigned disclaims all beneficial ownership

(3) By self as Co-Trustee and beneficiary of the Ward J. Timken Trust FBO Ward J. Timken, Jr.

(4) By self as Co-Trustee of the Ward J. Timken Trust FBO Grandchildren

(5) Balance of shares includes shares received from automatic reinvestment of dividends.

(6) Nonqualified stock option with limited transferability granted pursuant to The Timken Company Long-Term Incentive plan. Option becomes exercisable in annual 25 percent increments beginning February 5, 2008, the anniversary date of the grant. Option becomes fully exercisable upon the occurrence of a change in control of the Company or other similar event.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.