

TIMKEN CO
Form 4
February 16, 2016

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Fracassa Philip D.

(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 & CFO

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)
				(A) or (D) Code V Amount Price			
Common Stock ⁽¹⁾	02/11/2016		A	2,861 A \$ 0	28,375	D	
Common Stock	02/11/2016		F	876 ⁽²⁾ D \$ 28.11	27,499	D	
Common Stock ⁽³⁾	02/12/2016		A	1,131 A \$ 0	28,630	D	
Common Stock	02/12/2016		F	357 ⁽⁴⁾ D \$ 29.17	28,273	D	
Common Stock					3,499	I	401(k)

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

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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	40,600	02/11/2017 ⁽⁵⁾ 02/11/2026	Common Stock	40,600
Restricted Share Unit	\$ 0	02/11/2016		A	15,825	⁽⁶⁾ 12/31/2018	Common Stock	15,825
Restricted Share Unit	\$ 0	02/11/2016		A	6,350	⁽⁷⁾ 02/11/2020	Common Stock	6,350

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Fracassa Philip D. 4500 MT. PLEASANT ST. NW NORTH CANTON, OH 44720			EVP & CFO	

Signatures

/s/ Philip D. Fracassa
Date: 02/16/2016

**Signature of Reporting Person

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) Shares withheld for taxes on 2,861 shares granted from vesting of February 7, 2013 performance share unit grant.
- (3) Represents vesting of 25% of the restricted share units granted on February 12, 2015.
- (4) Shares withheld for taxes on 1,131 shares granted from vesting of February 12, 2015 restricted share unit grant.
- (5) These options will become exercisable in annual 25 percent increments beginning on February 11, 2017.
- (6) Performance based restricted stock units subject to certain performance criteria between January 1, 2016 and December 31, 2018.
- (7) Grant of 6,350 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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