

Myers Ronald J
Form 4
February 13, 2018

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Myers Ronald J

(Last) (First) (Middle)

4500 MOUNT 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)

02/11/2018

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 - Human Resources

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)
			Code	V	Amount (A) or (D)	Price	
Common Stock <u>(1)</u>	02/11/2018		A		456	A \$ 0	10,553 D
Common Stock	02/11/2018		F		152	D \$ 43.88	10,401 D
Common Stock <u>(2)</u>	02/12/2018		A		325	A \$ 0	10,726 D
Common Stock	02/12/2018		F		88	D \$ 44.58	10,638 D
Common Stock <u>(3)</u>	02/12/2018		A		1,780	A \$ 0	12,418 D

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Common Stock	02/12/2018	F	588	D	\$ 45.23	11,830	D	
Common Stock						6,548	I	401(k)

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 Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Share Unit	\$ 0	02/12/2018		A		1,850		<u>(4)</u>	02/12/2022	Common Stock	1,850
Restricted Share Unit	\$ 0	02/12/2018		A		4,625		<u>(5)</u>	12/31/2020	Common Stock	4,625
Employee Stock Option (right to buy)	\$ 44.65	02/12/2018		A		12,050		02/12/2019 <u>(6)</u>	02/12/2028	Common Stock	12,050

Reporting Owners

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

Signatures

/s/ Ronald J. Myers
02/13/2018

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) Represents vesting of 25% of the restricted share units granted on February 11, 2016.
- (2) Represents vesting of 25% of the restricted share units granted on February 12, 2016.
- (3) Represents award of shares pursuant to vesting of performance based restricted share units granted on February 12, 2015.
- (4) Grant of 1,850 time-based restricted share units that vest 25% per year.
- (5) Grant of 4,625 performance-based restricted share units subject to certain performance criteria between January 1, 2018 and December 31, 2020.
- (6) These options will become exercisable in annual 25% increments beginning on February 12, 2019.

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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