

TIMKEN CO
Form 3
February 14, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>Â Fracassa Philip D.</p> <p>(Last) (First) (Middle)</p> <p>1835 DUEBER AVENUE SW</p> <p>(Street)</p> <p>CANTON,Â OHÂ 44706</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>02/14/2014</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>TIMKEN CO [TKR]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>CFO</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	15,305	D	Â
Common Stock (Restricted)	10,325 ⁽¹⁾	D	Â
Common Stock	2,925	I	401(k)

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

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership
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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Employee Stock Option (right to buy)	02/04/2009 ⁽²⁾	02/04/2018	Common Stock	7,500	\$ 30.7	D	Â
Employee Stock Option (right to buy)	02/08/2011 ⁽³⁾	02/08/2020	Common Stock	10,000	\$ 22.67	D	Â
Employee Stock Option (right to buy)	02/08/2012 ⁽⁴⁾	02/08/2021	Common Stock	5,600	\$ 49.91	D	Â
Employee Stock Option (right to buy)	02/09/2013 ⁽⁵⁾	02/09/2022	Common Stock	6,000	\$ 51.76	D	Â
Employee Stock Option (right to buy)	02/07/2014 ⁽⁶⁾	02/07/2023	Common Stock	4,500	\$ 56.27	D	Â
Employee Stock Option (right to buy)	02/13/2015 ⁽⁷⁾	02/13/2024	Common Stock	19,400	\$ 57.1	D	Â
Restricted Share Unit	02/13/2017 ⁽⁸⁾	02/13/2017	Common Stock	7,900	\$ 0	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Fracassa Philip D. 1835 DUEBER AVENUE SW CANTON, OH 44706	Â	Â	Â CFO	Â

Signatures

/s/ Philip D.
Fracassa

02/14/2014

**Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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).

- Includes: (a) August 6, 2012 grant of 10,000 Restricted Shares, subject to forfeiture under certain specified circumstances, that vest 100% on August 6, 2017 and (b) grant of 325 Restricted Shares in 2010 and 2011 that are subject to vesting in 25 percent annual increments from the date of grant.
- (1) on August 6, 2017 and (b) grant of 325 Restricted Shares in 2010 and 2011 that are subject to vesting in 25 percent annual increments from the date of grant.
 - (2) The option became exercisable in annual 25 percent increments beginning on February 4, 2009.
 - (3) The option became exercisable in annual 25 percent increments beginning on February 8, 2011.
 - (4) The option became exercisable in annual 25 percent increments beginning on February 8, 2012.
 - (5) The option became exercisable in annual 25 percent increments beginning on February 9, 2013.

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- (6) The option became exercisable in annual 25 percent increments beginning on February 7, 2014.
- (7) The option will become exercisable in annual 25 percent increments beginning on February 13, 2015.
- (8) Grant of Restricted Share Units that vest 100% on February 13, 2017.

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.