

TIMKEN CO
Form 4
February 16, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
Kyle Richard G

(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
 Officer (give title below) Other (specify below)

President and CEO

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 or Price					
Common Stock ⁽¹⁾	02/11/2016		A		10,667	A	\$ 0	63,850	D	
Common Stock	02/11/2016		F		3,291 ⁽²⁾	D	\$ 28.11	60,559	D	
Common Stock ⁽³⁾	02/12/2016		A		5,118	A	\$ 0	65,677	D	
Common Stock	02/12/2016		F		1,579 ⁽⁴⁾	D	\$ 29.17	64,098	D	
Common Stock								4,392	I	401(k)

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- (2) Shares withheld for taxes on 10,667 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 5,118 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 28,675 restricted stock units that vest 25% per year.

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