

Fracassa Philip D.
Form 4
February 13, 2018

FORM 4

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

OMB APPROVAL

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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

(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)
02/11/2018

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 & 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) | Price | | |
| Common Stock ⁽¹⁾ | 02/11/2018 | | A | 1,588 | \$ 0 | A | D |
| Common Stock | 02/11/2018 | | F | 527 | \$ 43.88 | D | D |
| Common Stock ⁽²⁾ | 02/12/2018 | | A | 1,131 | \$ 0 | A | D |
| Common Stock | 02/12/2018 | | F | 315 | \$ 44.58 | D | D |
| Common Stock ⁽³⁾ | 02/12/2018 | | A | 6,238 | \$ 0 | A | D |

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| | | | | | | | | |
|--------------|------------|---|-------|---|----------|--------|---|--------|
| Common Stock | 02/12/2018 | F | 1,743 | D | \$ 45.23 | 37,800 | D | |
| Common Stock | | | | | | 3,671 | 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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Restricted Share Unit | \$ 0 | 02/12/2018 | | A | 4,525 | <u>(4)</u> 02/12/2022 | Common Stock | 4,525 |
| Restricted Share Unit | \$ 0 | 02/12/2018 | | A | 11,300 | <u>(5)</u> 12/31/2020 | Common Stock | 11,300 |
| Employee Stock Options (right to buy) | \$ 44.65 | 02/12/2018 | | A | 29,400 | 02/12/2019 ⁽⁶⁾ 02/12/2028 | Common Stock | 29,400 |

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 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, 2015.
- (3) Represents award of shares pursuant to vesting of performance-based restricted share units granted on February 12, 2015.
- (4) Grant of 4,525 time-based restricted share units that vest 25% per year.
- (5) Grant of 11,300 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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