

TIMKEN CO  
Form 3  
November 01, 2016

**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 Chadwick Shelly Marie</p> <p>(Last) (First) (Middle)</p> <p>4500 MT. PLEASANT ST. NW</p> <p>(Street)</p> <p>NORTH CANTON,Â OHÂ 44720</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>11/01/2016</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>Chief Accounting Officer</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 (Restricted)	3,120 <sup>(1)</sup>	D	Â
Common Stock	942	I	401 (k)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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**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 (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Employee Stock Option (right to buy)	02/09/2013 <sup>(2)</sup>	02/09/2022	Common Stock	1,600	\$ 37.31	D	Â
Employee Stock Option (right to buy)	02/07/2014 <sup>(2)</sup>	02/07/2023	Common Stock	1,600	\$ 40.56	D	Â
Employee Stock Option (right to buy)	02/13/2015 <sup>(2)</sup>	02/13/2024	Common Stock	1,880	\$ 41.15	D	Â
Employee Stock Option (right to buy)	02/12/2016 <sup>(2)</sup>	02/12/2025	Common Stock	3,140	\$ 41.79	D	Â
Employee Stock Option (right to buy)	02/11/2017 <sup>(2)</sup>	02/11/2026	Common Stock	4,740	\$ 27.75	D	Â
Common Stock (Restricted)	Â <sup>(3)</sup>	12/31/2017	Common Stock	1,320	\$ 0	D	Â
Common Stock (Restricted)	Â <sup>(4)</sup>	12/31/2018	Common Stock	1,850	\$ 0	D	Â
Common Stock (Restricted)	Â <sup>(5)</sup>	02/12/2019	Common Stock	398	\$ 0	D	Â
Common Stock (Restricted)	Â <sup>(6)</sup>	02/11/2020	Common Stock	740	\$ 0	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Chadwick Shelly Marie 4500 MT. PLEASANT ST. NW NORTH CANTON, OH 44720	Â	Â	Â Chief Accounting Officer	Â

## Signatures

/s/ Shelly M. Chadwick 11/01/2016

          \*\*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) February 9, 2012 grant of 2,000 restricted shares, subject to forfeiture under certain circumstances, that vest 100% on (1) February 9, 2017 and (b) February 13, 2014 grant of 1,120 restricted shares, subject to forfeiture under certain circumstances, that vest 100% on February 13, 2017.  
(2) The options became exercisable in annual 25 percent increments from the date of grant.

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- (3) Performance based restricted stock units subject to certain performance criteria between January 1, 2015 and December 31, 2017.
- (4) Performance based restricted stock units subject to certain performance criteria between January 1, 2016 and December 31, 2018.
- (5) Remaining restricted stock units from February 12, 2015 grant of 530 time based restricted stock units that vest 25% per year.
- (6) February 11, 2016 grant of time based 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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