

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)

| | | | | |
|---|-----------------------|--|--|---|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Fracassa Philip D. | | (Month/Day/Year) | TIMKEN CO [TKR] | |
| (Last) | (First) | (Middle) | 02/14/2014 | |
| 1835 DUEBER AVENUE SW | | 4. Relationship of Reporting Person(s) to Issuer | | |
| (Street) | | (Check all applicable) | | |
| CANTON,Â OHÂ 44706 | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) CFO | | |
| (City) | (State) | (Zip) | 5. If Amendment, Date Original Filed(Month/Day/Year) | |
| 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) | |

Table I - Non-Derivative Securities Beneficially Owned

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.