

TIMKEN CO  
Form 4  
May 14, 2013

**FORM 4**

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

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

## OMB APPROVAL

OMB  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Mihaila John Theodore

(Last) (First) (Middle)

1835 DUEBER AVE SW

(Street)

CANTON, OH 44706

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

TIMKEN CO [TKR]

3. Date of Earliest Transaction  
(Month/Day/Year)

05/10/2013

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)

Sr VP and Controller

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
| Common<br>Stock                       | 05/10/2013                              |                                                             | M                                       | V Amount (A) or (D) Price<br>2,500 A \$<br>22.67                        | 10,882                                                                                                             | D                                                                    |                                         |
| Common<br>Stock                       | 05/10/2013                              |                                                             | F                                       | 489 D \$<br>56.94                                                       | 10,393                                                                                                             | D                                                                    |                                         |
| Common<br>Stock                       | 05/10/2013                              |                                                             | S                                       | 2,011 D \$<br>56.94                                                     | 8,382                                                                                                              | D                                                                    |                                         |
| Common<br>Stock                       | 05/10/2013                              |                                                             | M                                       | 2,425 A \$<br>14.74                                                     | 10,807                                                                                                             | D                                                                    |                                         |
| Common<br>Stock                       | 05/10/2013                              |                                                             | F                                       | 585 D \$<br>56.94                                                       | 10,222                                                                                                             | D                                                                    |                                         |

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|                 |            |   |       |   |             |        |   |        |
|-----------------|------------|---|-------|---|-------------|--------|---|--------|
| Common<br>Stock | 05/10/2013 | S | 1,840 | D | \$<br>56.94 | 8,382  | D |        |
| Common<br>Stock |            |   |       |   |             | 12,747 | I | 401(k) |

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

**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.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    |                 |                                        |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|--------------------|-----------------|----------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V                                                                                                               | (A)                                                            | (D) | Date Exercisable                                                    | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of<br>Shares |
| Employee<br>Stock<br>Option<br>(right to<br>buy)    | \$ 22.67                                                           | 05/10/2013                              |                                                             | M                                    |                                                                                                                 | 2,500                                                          |     | 02/08/2011 <sup>(1)</sup>                                           | 02/08/2020         | Common<br>Stock | 2,500                                  |
| Employee<br>Stock<br>Option<br>(right to<br>buy)    | \$ 14.74                                                           | 05/10/2013                              |                                                             | M                                    |                                                                                                                 | 2,425                                                          |     | 02/02/2010 <sup>(2)</sup>                                           | 02/02/2019         | Common<br>Stock | 2,425                                  |

## Reporting Owners

| Reporting Owner Name / Address                                  | Relationships                    |
|-----------------------------------------------------------------|----------------------------------|
|                                                                 | Director 10% Owner Officer Other |
| Mihaila John Theodore<br>1835 DUEBER AVE SW<br>CANTON, OH 44706 | Sr VP and Controller             |

## Signatures

Scott A. Scherff - Attorney  
in Fact

05/13/2013

\_\_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) 10,000 shares granted on 2/8/2010 (previously reported on a Form 4) vest in 25% increments per year.

(2) 9,700 shares granted on 2/3/2009 (previously reported on a Form 4) vested in 25% increments 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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