

Chadwick Shelly Marie  
 Form 4  
 February 14, 2019

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

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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 \*  
 Chadwick Shelly Marie

2. Issuer Name and Ticker or Trading Symbol  
 TIMKEN CO [TKR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 4500 MT. PLEASANT ST. NW

3. Date of Earliest Transaction (Month/Day/Year)  
 02/12/2019

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)

Chief Accounting Officer

(Street)  
 NORTH CANTON, OH 44720

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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 <sup>(1)</sup>	02/12/2019		A	133	\$ 0	3,558	D
Common Stock	02/12/2019		F	42	\$ 43.18	3,516	D
Common Stock <sup>(2)</sup>	02/12/2019		A	243	\$ 0	3,759	D
Common Stock	02/12/2019		F	71	\$ 43.18	3,688	D
Common Stock						1,163	I 401 (k)

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

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(9-02)

**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 Securities (Instr. 3 and 4)	Amount or Number of Shares
Restricted Share Unit	\$ 0	02/12/2019		A	1,150	<sup>(3)</sup> 02/12/2023	Common Stock	1,150
Restricted Share Unit	\$ 0	02/12/2019		A	2,850	<sup>(4)</sup> 12/31/2021	Common Stock	2,850
Employee Stock Option (right to buy)	\$ 42.6	02/12/2019		A	7,575	02/12/2020 <sup>(5)</sup> 02/12/2029	Common Stock	7,575

## Reporting Owners

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

## Signatures

/s/ Shelly M.  
Chadwick

02/14/2019

\*\*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 time-based restricted share units granted on February 12, 2015.
- (2) Represents vesting of 25% of the time-based restricted share units granted on February 12, 2018.
- (3) Grant of 1,150 time-based restricted share units that vest 25% per year.
- (4) Grant of 2,850 performance-based restricted share units subject to certain performance criteria between January 1, 2019 and December 31, 2021.
- (5) These options will become exercisable in annual 25% increments beginning on February 12, 2020.

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.