

TIMKEN CO  
Form 5  
January 22, 2015

# FORM 5

**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).  
Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
**TIMKEN JOHN M JR**  
  
(Last) (First) (Middle)  
  
200 MARKET AVE., SUITE 210  
  
(Street)

2. Issuer Name and Ticker or Trading Symbol  
**TIMKEN CO [TKR]**  
  
3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
12/31/2014

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)  
  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)

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

6. Individual or Joint/Group Reporting  
  
(check applicable line)

CANTON, OH 44702-1437

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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|  |                                      |  |                                | Amount  | (A) or (D) | Price |  |  |   |
| Common Stock   | 08/28/2014                           | ^  | G                              | 500   | D          | \$ 0  | 387,319  | D  | ^   |
| Common Stock   | ^                                    | ^  | ^                              | ^   | ^          | ^     | 116,000  | I  | Beneficiary of Trust <sup>(2)</sup>                   |
| Common Stock   | ^                                    | ^  | ^                              | ^   | ^          | ^     | 56,437   | I  | Trustee <sup>(1)</sup> <sup>(3)</sup>                 |
| Common Stock   | ^                                    | ^  | ^                              | ^   | ^          | ^     | 460,000  | I  | Co-Trustee <sup>(4)</sup>                             |
|  | 07/29/2014                           | ^  | W                              | 11,134  | D          | \$ 0  | 111,110  | I  |   |

Common  
Stock

Advisor of  
Trust

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) | 8. Price of Derivative Security (Instr. 5) | 9. of D Se B O E Is Fi (I |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---------------------------|
|  |  |                                      |  |                                | (A) (D)   | Date Exercisable (A) Expiration Date (D)                 | Title   | Amount or Number of Shares                 |                           |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| TIMKEN JOHN M JR<br>200 MARKET AVE.<br>SUITE 210<br>CANTON, OH 44702-1437 | Â X           | Â         | Â       | Â     |

## Signatures

John M Timken  
Jr 01/22/2015

\*\*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) Disclaimer: Undersigned disclaims any beneficial interest.
- (2) Beneficiary of John M. Timken Trust D FBO John M. Timken, Jr
- (3) Trustee for Susan H. Timken Generation Skipping Trust
- (4) Co-Trustee for Trust U/Will of H.H. Timken, Jr DISCLAIMER: Undersigned disclaims beneficial ownership, except for his one-sixth income interest in the trust

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