

TIMKEN CO
Form 11-K
July 01, 2013
Table of Contents

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 11-K

x **ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2012

OR

.. **TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from to

Commission file number 1-1169

THE VOLUNTARY INVESTMENT PENSION PLAN FOR
HOURLY EMPLOYEES OF THE TIMKEN COMPANY

(Full title of the Plan)

THE TIMKEN COMPANY, 1835 Dueber Avenue, S.W., Canton, Ohio 44706

(Name of issuer of the securities held pursuant to the Plan

and the address of its principal executive office)

Table of Contents

Voluntary Investment Pension Plan for
Hourly Employees of The Timken Company
Financial Statements and Supplemental Schedule
December 31, 2012 and 2011, and
Year Ended December 31, 2012

Table of Contents

| | |
|---|----|
| <u>Report of Independent Registered Public Accounting Firm</u> | 1 |
| Financial Statements | |
| <u>Statements of Net Assets Available for Benefits</u> | 2 |
| <u>Statement of Changes in Net Assets Available for Benefits</u> | 3 |
| <u>Notes to Financial Statements</u> | 4 |
| Supplemental Schedule | |
| <u>Schedule H, Line 4i - Schedule of Assets (Held at End of Year)</u> | 23 |
| Exhibit 23 - Consent of Independent Registered Public Accounting Firm | 24 |

Table of Contents

Report of Independent Registered Public Accounting Firm

The Timken Company, Administrator of the

Voluntary Investment Pension Plan for

Hourly Employees of The Timken Company

We have audited the accompanying statements of net assets available for benefits of the Voluntary Investment Pension Plan for Hourly Employees of The Timken Company as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. We were not engaged to perform an audit of the Plan's internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Voluntary Investment Pension Plan for Hourly Employees of The Timken Company at December 31, 2012 and 2011, and the changes in its net assets available for benefits for the year ended December 31, 2012, in conformity with U.S. generally accepted accounting principles.

Our audits were conducted for the purpose of forming an opinion on the financial statements taken as a whole. The accompanying supplemental schedule of assets (held at end of year) as of December 31, 2012, is presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information has been subjected to the auditing procedures applied in our audits of the financial statements and, in our opinion, is fairly stated in all material respects in relation to the financial statements taken as a whole.

Cleveland, Ohio

/s/ Ernst & Young LLP

July 1, 2013

Table of Contents

Voluntary Investment Pension Plan for
Hourly Employees of The Timken Company
Statements of Net Assets Available for Benefits

| | December 31, | |
|---|-----------------------|----------------|
| | 2012 | 2011 |
| Assets | | |
| Investments, at fair value: | | |
| Interest in The Master Trust Agreement for The Timken Company Defined Contribution Plans | \$ 136,875,041 | \$ 121,743,575 |
| Receivables: | | |
| Contribution receivable from participants | 208,969 | 15,653 |
| Participant notes receivable | 4,318,352 | 4,038,820 |
| | 4,527,321 | 4,054,473 |
| Total assets reflecting investments at fair value | \$ 141,402,362 | \$ 125,798,048 |
| Adjustment from fair value to contract value for interest in The Master Trust Agreement for The Timken Company Defined Contribution Plans relating to fully benefit-responsive investment contracts | (467,690) | (71,689) |
| Net assets available for benefits | \$ 140,934,672 | \$ 125,726,359 |

See accompanying notes.

Table of Contents

Voluntary Investment Pension Plan for
Hourly Employees of The Timken Company
Statement of Changes in Net Assets Available for Benefits
Year Ended December 31, 2012

| | |
|---|-----------------------|
| Additions | |
| Investment income: | |
| Net investment gain from The Master Trust Agreement for The Timken Company Defined Contribution Plans | \$ 17,228,456 |
| Interest income from participant loans | 181,384 |
| Participant rollovers | 82,591 |
| Contributions: | |
| Participants | 6,473,726 |
| The Timken Company | 516,263 |
| | 6,989,989 |
| Total additions | 24,482,420 |
| Deductions | |
| Benefits paid directly to participants | 9,258,732 |
| Administrative expenses | 15,375 |
| Total deductions | 9,274,107 |
| Net increase | 15,208,313 |
| Net assets available for benefits: | |
| Beginning of year | 125,726,359 |
| End of year | \$ 140,934,672 |

See accompanying notes.

Table of Contents

Voluntary Investment Pension Plan for
Hourly Employees of The Timken Company
Notes to Financial Statements
December 31, 2012 and 2011, and
Year Ended December 31, 2012

1. Description of the Plan

The following description of the Voluntary Investment Pension Plan for Hourly Employees of The Timken Company (the Plan) provides only general information. Participants should refer to the *2012 401(k) Agreement Between The Timken Company and the United Steel, Paper and Forestry, Rubber, Manufacturing, Energy, Allied Industrial and Service Workers International Union* (the 401(k) Agreement), for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan covering all employees of The Timken Company (the Company and Plan Administrator) who are represented by the *United Steel, Paper and Forestry, Rubber, Manufacturing, Energy, Allied Industrial and Service Workers International Union*. Employees of the Company become eligible to participate in the Plan beginning the first month following completion of a 120 working day probationary period, provided that health care benefits have become effective. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions

Effective January 1, 2010, each year, participants may contribute any whole percentage of their gross earnings, as defined in the Plan, subject to Internal Revenue Service (IRS) limitations. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. Upon enrollment, a participant must direct their contribution in 1% increments to any of the Plan's fund options. Participants have access to their account information and the ability to make account transfers and contribution changes daily through an automated telecommunication system and through the Internet.

The Company made a one-time cash contribution of \$2,000 for each active employee as of February 21, 2012 who was a new hire, as defined in the *2012 Pension Agreement between The Timken Company and United Steel, Paper and Forestry, Rubber, Manufacturing, Energy, Allied Industrial and Service Workers International Union*.

Table of Contents

Voluntary Investment Pension Plan for
Hourly Employees of The Timken Company
Notes to Financial Statements (continued)

1. Description of the Plan (continued)

Participant Accounts

Each participant's account is credited with the participant's contributions and allocations of plan earnings, and is charged administrative expenses, as appropriate. Allocations are based on account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants vest immediately in all contributions plus actual earnings thereon.

Participant Notes Receivable

Participants may borrow from their accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their account balance. Loan terms generally cannot exceed four years. The loans are secured by the balance in the participant's account and bear interest at an interest rate of 1% in excess of the prime rate, as published the first business day of each month in the *Wall Street Journal*. Principal and interest are paid ratably through payroll deductions.

Payment of Benefits

On termination of service, a participant may receive a lump-sum amount equal to the balance of their account or elect to receive installment payments of their assets over a period of time not to exceed their life expectancy. If a participant's account balance is greater than \$1,000, they may leave their vested assets in the Plan until age 70^{1/2}.

Hardship withdrawals are allowed for participants incurring an immediate and severe financial need, as defined by the Plan. Hardship withdrawals are strictly regulated by the IRS and a participant must exhaust all available loan options and distributions prior to requesting a hardship withdrawal.

Plan Termination

The Plan shall continue in full force and effect until January 1, 2018, and for yearly periods thereafter unless either the Company or the *United Steel, Paper and Forestry, Rubber, Manufacturing, Energy, Allied Industrial and Service Workers International Union* shall notify the other party in writing within 60 days before the termination date of the 401(k) Agreement that they desire to terminate the agreement.

Table of Contents

Voluntary Investment Pension Plan for
Hourly Employees of The Timken Company
Notes to Financial Statements (continued)

1. Description of the Plan (continued)

The Plan may generally be amended by mutual consent of the Company and the *United Steel, Paper and Forestry, Rubber, Manufacturing, Energy, Allied Industrial and Service Workers International Union*. In the event of Plan termination, the Plan's trustee, JP Morgan (Trustee) shall distribute to each participant the amount standing to their credit in their separate account. Participants may elect to have dividends in The Timken Company Common Stock Fund distributed to them in cash rather than automatically reinvested in Timken common shares.

2. Accounting Policies

Basis of Accounting

The financial statements have been prepared on the accrual basis of accounting.

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value and are invested in The Master Trust Agreement for the Company Defined Contribution Plans (Master Trust), which was established for the investment of assets of the Plan and the five other defined contribution plans sponsored by the Company.

The Trustee maintains a collective investment trust of common shares of The Timken Company in which the Company's defined contribution plans participate on a unit basis. Common shares of the Timken Company are traded on a national securities exchange and participation units in The Timken Company Common Stock Fund are valued at the last reported sales price on the last business day of the plan year.

Purchases and sales of securities are recorded on a trade-date basis. Dividends are recorded on the ex-dividend date.

Table of Contents

Voluntary Investment Pension Plan for
Hourly Employees of The Timken Company
Notes to Financial Statements (continued)

2. Accounting Policies (continued)

Use of Estimates

The preparation of financial statements in conformity with US generally accepted accounting principles (U.S. GAAP) requires management to make estimates that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

New Accounting Pronouncements

In May 2011, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2011-04, Amendments to Achieve Common Fair Value Measurements and Disclosure Requirements in U.S. GAAP and IFRS. ASU 2011-04 amended Accounting Standards Codification (ASC) 820, Fair Value Measurements and Disclosures, to converge the fair value measurement guidance in U.S. GAAP and International Financial Reporting Standards (IFRS). Some of the amendments clarify the application of existing fair value measurement requirements, while other amendments change a particular principle in ASC 820. In addition, ASU 2011-04 requires additional fair value disclosures although certain of these new disclosures will not be required for nonpublic entities. The amendments are to be applied prospectively and are effective for annual periods beginning after December 15, 2011. Since ASU 2011-04 only clarifies existing fair value measurements and affects fair value measurement disclosures, adoption of ASU 2011-04 did not have an effect on the Plan's net assets available for benefits or its changes in net assets available for benefits.

3. Investments

The Plan's assets are held in The Timken Company Master Trust (Master Trust), commingled with assets of other Company-sponsored benefit plans.

Each participating plan's interest in the investment funds (i.e., separate accounts) of the Master Trust is based on account balances of the participants and their elected investment funds. The Master Trust assets are allocated among the participating plans by assigning to each plan those transactions (primarily contributions, benefit payments, and plan-specific expenses) that can be specifically identified and by allocating among all plans, in proportion to the fair value of the assets assigned to each plan, income and expenses resulting from the collective investment of the assets of the Master Trust. The Plan's ownership percentage in the Master Trust as of December 31, 2012 and 2011 was 10.66% and 11.00%, respectively.

Table of Contents

Voluntary Investment Pension Plan for
Hourly Employees of The Timken Company
Notes to Financial Statements (continued)

3. Investments (continued)

The following tables present the fair value of investments in the Master Trust and the Plan's ownership percentage in each investment fund of the Master Trust:

| | December 31, 2012 | | | | | | | | | |
|---|---------------------------------|------------------|---------------------------------------|----------------------|--|---|--------------------|-------------------|----------------|-----------------------------------|
| | Cash and Cash Equivalents | Company Stock | Registered Investment Companies | Common Collective | Government and Agency Securities | Mortgage and Asset Backed Securities | Corporate Bonds | Wrap Contracts | Total Assets | Plan's Ownership Percentage |
| Investment, at Fair Value: | | | | | | | | | | |
| The Timken Company Common Stock Fund | \$ 1,576,982 | \$ 319,117,974 | | \$ | \$ | \$ | \$ | \$ | \$ 320,694,956 | 7.55% |
| Morgan Stanley Small Company Growth | | | 14,814,070 | | | | | | 14,814,070 | 10.80% |
| American Funds EuroPacific Growth | | | 89,314,155 | | | | | | 89,314,155 | 6.68% |
| American Funds Washington Mutual Investors | | | 22,783,272 | | | | | | 22,783,272 | 11.27% |
| American Beacon Small Cap Value | | | 22,868,397 | | | | | | 22,868,397 | 10.61% |
| Vanguard Target Retirement Income | | | 23,368,634 | | | | | | 23,368,634 | 5.20% |
| Vanguard Target Retirement 2015 | | | 70,820,300 | | | | | | 70,820,300 | 6.25% |
| Vanguard Target Retirement 2025 | | | 38,937,796 | | | | | | 38,937,796 | 6.61% |
| Vanguard Target Retirement 2035 | | | 35,355,304 | | | | | | 35,355,304 | 6.97% |

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| | | | | | | | | | |
|----------------------------------|--------------|----------------|----------------|----------------|---------------|---------------|---------------|------------------|--------|
| Vanguard Target Retirement 2045 | 16,125,154 | | | | | | | 16,125,154 | 7.19% |
| Vanguard Target Retirement 2020 | 6,806,720 | | | | | | | 6,806,720 | 8.92% |
| Vanguard Target Retirement 2030 | 2,645,284 | | | | | | | 2,645,284 | 17.78% |
| Vanguard Target Retirement 2040 | 1,665,490 | | | | | | | 1,665,490 | 10.52% |
| Vanguard Target Retirement 2050 | 800,347 | | | | | | | 800,347 | 24.43% |
| JPMorgan S&P 500 Index | 32,466,044 | | | | | | | 32,466,044 | 97.07% |
| The Timken Company JPM Bond Fund | 8,055,932 | 34,150,439 | 68,750,278 | 24,012,101 | | | | 134,968,750 | 12.61% |
| JPMorgan Equity Index | 140,491,194 | | | | | | | 140,491,194 | 0.00% |
| Nuveen Winslow Large-Cap Growth | 63,736,701 | | | | | | | 63,736,701 | 11.25% |
| SSgA Russell 2000-A Index | 48,444,488 | | | | | | | 48,444,488 | 7.67% |
| | \$ 1,576,982 | \$ 319,117,974 | \$ 346,304,923 | \$ 293,194,359 | \$ 34,150,439 | \$ 68,750,278 | \$ 24,012,101 | \$ 1,087,107,056 | |

| | | | | | | | | | | |
|--|-------------|----|----|----------------|----|----|--------|-------------|----------------|--------|
| JPMorgan Stable Value Fund: | | | | | | | | | | |
| JPMorgan Liquidity Fund | 32,235,856 | | | | | | | 32,235,856 | | |
| JPMorgan Intermediate Bond Fund | 155,036,381 | | | | | | | 155,036,381 | | |
| JPMorgan Mortgage Private Placement Fund | 8,682,881 | | | | | | | 8,682,881 | | |
| Wrapper Value Adjustment from fair value to contract value | | | | | | | 48,420 | 48,420 | | |
| | | | | (3,346,510) | | | | (3,346,510) | | |
| | \$ | \$ | \$ | \$ 192,608,608 | \$ | \$ | \$ | \$ 48,420 | \$ 192,657,028 | 13.98% |

| | | | | | | | | | | |
|----------------------------|--------------|----------------|----------------|----------------|---------------|---------------|---------------|-----------|------------------|--------|
| Net Assets of Master Trust | \$ 1,576,982 | \$ 319,117,974 | \$ 346,304,923 | \$ 485,802,967 | \$ 34,150,439 | \$ 68,750,278 | \$ 24,012,101 | \$ 48,420 | \$ 1,279,764,084 | 10.66% |
|----------------------------|--------------|----------------|----------------|----------------|---------------|---------------|---------------|-----------|------------------|--------|

Table of Contents

Voluntary Investment Pension Plan for
Hourly Employees of The Timken Company
Notes to Financial Statements (continued)

3. Investments (continued)

| | December 31, 2011 | | | | | | | | | Plan s Ownership Percentage |
|--|---------------------------------|------------------|---------------------------------------|----------------------|--|---|--------------------|-------------------|----------------|-----------------------------------|
| | Cash and Cash Equivalents | Company Stock | Registered Investment Companies | Common Collective | Government and Agency Securities | Mortgage and Asset Backed Securities | Corporate Bonds | Wrap Contracts | Total Assets | |
| Investments, at Fair Value: | | | | | | | | | | |
| The Timken Company Common Stock Fund | \$ 2,676,111 | \$ 296,932,589 | \$ | \$ | \$ | \$ | \$ | \$ | \$ 299,608,700 | 8.04% |
| Morgan Stanley Small Company Growth | | | 14,124,854 | | | | | | 14,124,854 | 11.07% |
| American Funds EuroPacific Growth | | | 72,122,610 | | | | | | 72,122,610 | 7.83% |
| American Funds Washington Mutual Investors | | | 16,322,636 | | | | | | 16,322,636 | 9.75% |
| American Beacon Small Cap Value | | | 19,995,849 | | | | | | 19,995,849 | 13.02% |
| Vanguard Target Retirement Income | | | 9,032,047 | | | | | | 9,032,047 | 5.52% |
| Vanguard Target Retirement 2005 | | | 8,463,967 | | | | | | 8,463,967 | 3.38% |
| Vanguard Target Retirement 2015 | | | 61,428,882 | | | | | | 61,428,882 | 6.96% |
| Vanguard Target Retirement 2025 | | | 30,074,232 | | | | | | 30,074,232 | 6.92% |
| Vanguard Target Retirement 2035 | | | 30,092,816 | | | | | | 30,092,816 | 7.00% |
| | | | 12,163,963 | | | | | | 12,163,963 | 5.84% |

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| | | | | | | | | | | |
|---|--------------|----------------|----------------|----------------|---------------|---------------|---------------|----------------|------------------|--------|
| Vanguard Target Retirement 2045 | | | | | | | | | | |
| Vanguard Target Retirement 2020 | | | 43,531 | | | | | 43,531 | | 99.81% |
| Vanguard Target Retirement 2030 | | | 38,305 | | | | | 38,305 | | 75.22% |
| Vanguard Target Retirement 2040 | | | 25,722 | | | | | 25,722 | | 0.00% |
| Vanguard Target Retirement 2050 | | | 14,981 | | | | | 14,981 | | 97.03% |
| JPMorgan S&P 500 Index | | | 30,539,328 | | | | | 30,539,328 | | 97.26% |
| The Timken Company JPM Bond Fund | | | 4,674,307 | 26,998,221 | 54,716,595 | 16,543,959 | | 102,933,082 | | 12.45% |
| JPMorgan Equity Index | | | 123,489,446 | | | | | 123,489,446 | | 0.00% |
| Nuveen Winslow Large-Cap Growth | | | 63,463,896 | | | | | 63,463,896 | | 11.24% |
| SSgA Russell 2000-A Index | | | 41,177,230 | | | | | 41,177,230 | | 8.77% |
| | \$ 2,676,111 | \$ 296,932,589 | \$ 273,944,395 | \$ 263,344,207 | \$ 26,998,221 | \$ 54,716,595 | \$ 16,543,959 | \$ 935,156,077 | | |
| JPMorgan Stable Value Fund: | | | | | | | | | | |
| JPMorgan Liquidity Fund | | | 14,307,860 | | | | | 14,307,860 | | |
| JPMorgan Intermediate Bond Fund | | | 157,273,471 | | | | | 157,273,471 | | |
| Wrapper Value | | | | | | | 25,677 | 25,677 | | |
| Adjustments from fair value to contract value | | | (536,503) | | | | | (536,503) | | |
| | \$ | \$ | \$ | \$ 171,044,828 | \$ | \$ | \$ | \$ 25,677 | \$ 171,070,505 | 13.36% |
| Net Assets of Master Trust | \$ 2,676,111 | \$ 296,932,589 | \$ 273,944,395 | \$ 434,389,035 | \$ 26,998,221 | \$ 54,716,595 | \$ 16,543,959 | \$ 25,677 | \$ 1,106,226,582 | 11.00% |

Table of Contents

Voluntary Investment Pension Plan for
 Hourly Employees of The Timken Company
 Notes to Financial Statements (continued)

3. Investments (continued)

Investment gain for the Master Trust is as follows:

| | Year Ended December 31, 2012 |
|---|---|
| Net appreciation in fair value of investments | |
| Cash and Cash Equivalents | \$ 80,338 |
| Company Stock | 75,276,788 |
| Registered Investment Companies | 33,309,625 |
| Common Collective Funds | 39,233,737 |
| Government and Agency Securities | 1,098,395 |
| Mortgage and Asset Backed Securities | 3,566,455 |
| Corporate Bonds | 793,191 |
| | \$ 153,358,529 |
| Net appreciation in investment contracts | 3,417,037 |
| Interest and dividends | 14,630,061 |
| Total Master Trust | \$ 171,405,627 |

Table of Contents

Voluntary Investment Pension Plan for
Hourly Employees of The Timken Company
Notes to Financial Statements (continued)

4. Fair Value

The fair value framework for measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1) and the lowest priority to unobservable inputs (level 3). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2 Inputs to the valuation methodology include:

quoted prices for similar assets or liabilities in active markets;

quoted prices for identical or similar assets or liabilities in inactive markets;

inputs other than quoted prices that are observable for the asset or liability;

inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques maximize the use of relevant observable inputs and minimize the use of unobservable inputs.

Table of Contents

Voluntary Investment Pension Plan for
Hourly Employees of The Timken Company
Notes to Financial Statements (continued)

4. Fair Value (continued)

The following tables present the fair value hierarchy for those investments of the Master Trust measured at fair value on a recurring basis as of December 31, 2012 and 2011:

| | Assets at Fair Value as of December 31, 2012 | | | |
|--|--|-------------|--------------|---------|
| | Total | Level 1 | Level 2 | Level 3 |
| Assets: | | | | |
| Cash and Cash Equivalents: | | | | |
| JPMorgan US Government Money Market | \$ 1,576,982 | | \$ 1,576,982 | |
| Company Stock: | | | | |
| The Timken Company Common Stock | 319,117,974 | 319,117,974 | | |
| Registered Investment Companies: | | | | |
| Morgan Stanley Small Company Growth | 14,814,070 | 14,814,070 | | |
| American Funds EuroPacific Growth | 89,314,155 | 89,314,155 | | |
| American Funds Washington Mutual Investors | 22,783,272 | 22,783,272 | | |
| American Beacon Small Cap Value | 22,868,397 | 22,868,397 | | |
| Vanguard Target Retirement Income | 23,368,634 | 23,368,634 | | |
| Vanguard Target Retirement 2015 | 70,820,300 | 70,820,300 | | |
| Vanguard Target Retirement 2020 | 6,806,720 | 6,806,720 | | |
| Vanguard Target Retirement 2025 | 38,937,796 | 38,937,796 | | |
| Vanguard Target Retirement 2030 | 2,645,284 | 2,645,284 | | |
| Vanguard Target Retirement 2035 | 35,355,304 | 35,355,304 | | |
| Vanguard Target Retirement 2040 | 1,665,490 | 1,665,490 | | |
| Vanguard Target Retirement 2045 | 16,125,154 | 16,125,154 | | |
| Vanguard Target Retirement 2050 | 800,347 | 800,347 | | |
| Common Collective Funds: | | | | |
| JPMorgan S&P 500 Index | 32,466,044 | | 32,466,044 | |
| SSgA Russell 2000-A Index | 48,444,488 | | 48,444,488 | |
| JPMorgan Equity Index | 140,491,194 | | 140,491,194 | |
| Nuveen Winslow Large-Cap Growth | 63,736,701 | | 63,736,701 | |
| The Timken Company JPM Bond Fund: | | | | |
| Common Collective Fund: | | | | |
| JPMorgan Liquidity Fund | 8,055,932 | | 8,055,932 | |
| Government and Agency Securities | 34,150,439 | | 34,150,439 | |
| Mortgage and Asset Backed Securities | 68,750,278 | | 68,750,278 | |
| Corporate Bonds | 24,012,101 | | 24,012,101 | |
| JPMorgan Stable Value Fund: | | | | |
| Common Collective Funds: | | | | |
| JPMorgan Liquidity Fund | 32,235,856 | | 32,235,856 | |
| JPMorgan Intermediate Bond Fund | 155,036,381 | | 155,036,381 | |
| JPMorgan Mortgage Private Placement Fund | 8,682,881 | | 8,682,881 | |
| Wrapper Value | 48,420 | | | 48,420 |

| | | | | |
|---------------------|-------------------------|-----------------------|-----------------------|------------------|
| Total assets | \$ 1,283,110,594 | \$ 665,422,897 | \$ 617,639,277 | \$ 48,420 |
|---------------------|-------------------------|-----------------------|-----------------------|------------------|

Table of Contents

Voluntary Investment Pension Plan for
Hourly Employees of The Timken Company
Notes to Financial Statements (continued)

4. Fair Value (continued)

| | Assets at Fair Value as of December 31, 2011 | | | |
|--|--|-----------------------|-----------------------|------------------|
| | Total | Level 1 | Level 2 | Level 3 |
| Assets: | | | | |
| Cash and Cash Equivalents: | | | | |
| JPMorgan US Government Money Market | \$ 2,676,111 | | \$ 2,676,111 | |
| Company Stock: | | | | |
| The Timken Company Common Stock | 296,932,589 | 296,932,589 | | |
| Registered Investment Companies: | | | | |
| Morgan Stanley Small Company Growth | 14,124,854 | 14,124,854 | | |
| American Funds EuroPacific Growth | 72,122,610 | 72,122,610 | | |
| American Funds Washington Mutual Investors | 16,322,636 | 16,322,636 | | |
| American Beacon Small Cap Value | 19,995,849 | 19,995,849 | | |
| Vanguard Target Retirement Income | 9,032,047 | 9,032,047 | | |
| Vanguard Target Retirement 2005 | 8,463,967 | 8,463,967 | | |
| Vanguard Target Retirement 2015 | 61,428,882 | 61,428,882 | | |
| Vanguard Target Retirement 2020 | 43,531 | 43,531 | | |
| Vanguard Target Retirement 2025 | 30,074,232 | 30,074,232 | | |
| Vanguard Target Retirement 2030 | 38,305 | 38,305 | | |
| Vanguard Target Retirement 2035 | 30,092,816 | 30,092,816 | | |
| Vanguard Target Retirement 2040 | 25,722 | 25,722 | | |
| Vanguard Target Retirement 2045 | 12,163,963 | 12,163,963 | | |
| Vanguard Target Retirement 2050 | 14,981 | 14,981 | | |
| Common Collective Funds: | | | | |
| JPMorgan S&P 500 Index | 30,539,328 | | 30,539,328 | |
| SSgA Russell 2000-A Index | 41,177,230 | | 41,177,230 | |
| JPMorgan Equity Index | 123,489,446 | | 123,489,446 | |
| Nuveen Winslow Large-Cap Growth | 63,463,896 | | 63,463,896 | |
| The Timken Company JPM Bond Fund: | | | | |
| Common Collective Fund: | | | | |
| JPMorgan Liquidity Fund | 4,674,307 | | 4,674,307 | |
| Government and Agency Securities | 26,998,221 | | 26,998,221 | |
| Mortgage and Asset Backed Securities | 54,716,595 | | 54,716,595 | |
| Corporate Bonds | 16,543,959 | | 16,543,959 | |
| JPMorgan Stable Value Fund: | | | | |
| Common Collective Funds: | | | | |
| JPMorgan Liquidity Fund | 14,307,860 | | 14,307,860 | |
| JPMorgan Intermediate Bond Fund | 157,273,471 | | 157,273,471 | |
| Wrapper Value | 25,677 | | | 25,677 |
| Total assets | \$ 1,106,763,085 | \$ 570,876,984 | \$ 535,860,424 | \$ 25,677 |

During 2011, the fair value of the Timken Company Common Stock Fund held in the Master Trust was presented as a Level 2 asset. The prior period disclosure has been corrected to reflect separate presentation of the common stock as a Level 1 asset. In addition, during 2011, the

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JPMorgan Stable Value Fund was presented as a Level 3 asset. The prior period disclosure has been corrected to reflect separate presentation of the Stable Value Fund as a Level 2 asset, excluding the wrapper which is a Level 3 asset.

Table of Contents

Voluntary Investment Pension Plan for
Hourly Employees of The Timken Company
Notes to Financial Statements (continued)

4. Fair Value (continued)

The investment strategy for American Funds Washington Mutual Investors is to invest in common stocks of established companies that are listed on, or meet the financial listing requirements of, the New York Stock Exchange and have a strong record of earnings and dividends.

The Timken Company Common Stock Fund participates in units and is valued based on the closing price of Timken Common Shares traded on a national securities exchange. Registered investment companies are valued based on quoted market prices reported on the active market on which the individual securities are traded.

The JPMorgan S&P 500 Index Fund and the JPMorgan Equity Index Fund include investments that provide exposure to a broad equity market and are designed to mirror the aggregate price and dividend performance of the S&P 500 Index. The fair values of the investments in this category have been determined using the net asset value per share.

The Timken Company JPM Bond Fund includes investments that seek to maximize total return by investing primarily in a diversified portfolio of intermediate- and long-term debt securities. The fair value for the Timken Company JPM Bond Fund is based on the value of the underlying assets. The JP Morgan Liquidity Fund is valued using the net asset value per share. The Government and Agency Securities are valued at the closing price on the date of the last transaction. Mortgage and Asset Backed Securities are valued based on quoted prices for similar assets in active markets. Corporate Bonds are valued at the closing price on the date of the last transaction.

The SSgA Russell 2000-A Index Fund includes investments seeking an investment return that approximates as closely as practicable, before expenses, the performance of the Russell 2000 Index over the long term. The Fund includes exposure to stocks of small U.S. companies. The fair value of the investments in this category has been determined using the net asset value per share.

The Nuveen Winslow Large-Cap Growth Fund is a portfolio that invests at least 80% of its net assets in equity securities of U.S. companies with market capitalization in excess of \$4 billion at the time of purchase. The fair value of the investments in this category has been determined using the net asset value per share on the active market on which the individual securities are traded.

Table of Contents

Voluntary Investment Pension Plan for
Hourly Employees of The Timken Company
Notes to Financial Statements (continued)

4. Fair Value (continued)

The Stable Value Fund is invested in the JPMorgan Liquidity, JPMorgan Intermediate Bond, and JPMorgan Private Placement Common Collective Funds. The fair value of the investment in these funds has been estimated using the net asset value per share. The JPMorgan Liquidity Fund invests in a diversified portfolio of fixed and floating rate short-term money market instruments and U.S. Treasury securities. The JPMorgan Mortgage Private Placement invests primarily in privately placed fixed rate and floating rate mortgages and leasebacks secured by apartment complexes and single family homes, as well as commercial properties, such as office buildings, shopping centers, retail stores and warehouses. The JPMorgan Intermediate Bond Fund is designed as a fixed income portfolio strategy for stable value funds and other conservative fixed income investors.

Table of Contents

Voluntary Investment Pension Plan for
Hourly Employees of The Timken Company
Notes to Financial Statements (continued)

4. Fair Value (continued)

The following tables present a summary of changes in the fair value of the Master Trust's Level 3 assets as of December 31, 2012 and 2011, respectively:

| | Wrapper Value | Total |
|----------------------------|--------------------------|------------------|
| Balance, January 1, 2012 | \$ 25,677 | \$ 25,677 |
| Unrealized gains | 22,743 | 22,743 |
| Balance, December 31, 2012 | \$ 48,420 | \$ 48,420 |

| | Wrapper Value | Total |
|----------------------------|--------------------------|------------------|
| Balance, January 1, 2011 | \$ 25,677 | \$ 25,677 |
| Unrealized gains | 25,677 | 25,677 |
| Balance, December 31, 2011 | \$ 25,677 | \$ 25,677 |

Table of Contents

Voluntary Investment Pension Plan for
Hourly Employees of The Timken Company
Notes to Financial Statements (continued)

4. Fair Value (continued)

The following table represents the Plan's level 3 financial instruments, the valuation techniques used to measure the fair value of those financial instruments, and the significant unobservable inputs and the ranges of values for those inputs:

| Instrument | Fair Value | Principal Valuation Technique | Unobservable Inputs | Range of Significant Input Values | Weighted Average |
|--|------------|-------------------------------|---|-----------------------------------|------------------|
| Synthetic guaranteed investment contract wrapper | \$ 48,420 | Replacement Cost | Swap Yield Rate Duration Payout Date Payout Percentage | 0.50% 3.05 N/A N/A | 0.50% |

The following table summarizes investments measured at fair value based on net asset value (NAVs) per share as of December 31, 2012 and 2011, respectively:

| December 31, 2012 | Fair Value | Redemption Unfunded Commitments | Redemption Frequency | Redemption Notice Period |
|--|----------------|---------------------------------|----------------------|--------------------------|
| JPMorgan S&P 500 Index | \$ 32,466,044 | Not applicable | Daily | Trade Day |
| The Timken Company - JPM Bond Fund | \$ 134,968,750 | Not applicable | Daily | Trade Day |
| SSgA Russell 2000-A Index | \$ 48,444,488 | Not applicable | Daily | Trade Day |
| JPMorgan Equity Index | \$ 140,491,194 | Not applicable | Daily | Trade Day + 1 day |
| Nuveen Winslow Large Cap Growth | \$ 63,736,701 | Not applicable | Daily | Trade Day |
| JPMorgan Liquidity | \$ 32,235,856 | Not applicable | Daily | Trade Day |
| JPMorgan Intermediate Bond | \$ 155,036,381 | Not applicable | Daily | Trade Day |
| JPMorgan Mortgage Private Placement Fund | \$ 8,682,881 | Not applicable | Daily | Trade Day + 1 day |

| December 31, 2011 | Fair Value | Redemption Unfunded Commitments | Redemption Frequency | Redemption Notice Period |
|------------------------------------|----------------|---------------------------------|----------------------|--------------------------|
| JPMorgan S&P 500 Index | \$ 30,539,328 | Not applicable | Daily | Trade Day |
| The Timken Company - JPM Bond Fund | \$ 102,933,082 | Not applicable | Daily | Trade Day |
| SSgA Russell 2000-A Index | \$ 41,177,230 | Not applicable | Daily | Trade Day |
| JPMorgan Equity Index | \$ 123,489,446 | Not applicable | Daily | Trade Day + 1 day |
| Nuveen Winslow Large Cap Growth | \$ 63,463,896 | Not applicable | Daily | Trade Day |
| JPMorgan Liquidity | \$ 14,307,860 | Not applicable | Daily | Trade Day |
| JPMorgan Intermediate Bond | \$ 157,273,471 | Not applicable | Daily | Trade Day |

Table of Contents

Voluntary Investment Pension Plan for
Hourly Employees of The Timken Company
Notes to Financial Statements (continued)

5. Investment Contracts

The Master Trust invests in synthetic guaranteed investment contracts (SGICs), or a Stable Value Fund, that credit a stated interest rate for a specified period of time. The Stable Value Fund provides principal preservation plus accrued interest through fully benefit-responsive wrap contracts issued by a third party which back the underlying assets owned by the Master Trust. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The investment contract issuer is contractually obligated to repay the principal at a specified interest rate that is guaranteed to the Plan.

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the fully benefit-responsive investment contracts. Contract value represents contributions made under the contracts, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

The Plan's wrapper contracts permit all allowable participant-initiated transactions to occur at contract value. There are no events known to the Plan that are probable of occurring and which would limit its ability to transact at contract value with the issuer of the wrapper contract, which also limit the ability of the Plan to transact at contract value with participants. The wrapper contracts cannot be terminated by its issuer at a value other than contract value or prior to the scheduled maturity date, except under a limited number of very specific circumstances including termination of the Plan or failure to qualify, material misrepresentations by the Plan sponsor or investment manager, failure by these same parties to meet material obligations under the contract, or other similar types of events.

There are no reserves against contract value for credit risk of the contract issuer or otherwise. The crediting interest rates for the wrap contracts are calculated on a quarterly basis (or more frequently if necessary) using contract value, market value of the underlying fixed income portfolio, the yield of the portfolio, and the duration of the index, but cannot be less than zero. The crediting rate is most affected by the change in the annual effective yield to maturity of the underlying securities, but is also affected by the difference between the contract value and the market value of the covered investments.

Table of Contents

Voluntary Investment Pension Plan for
 Hourly Employees of The Timken Company
 Notes to Financial Statements (continued)

5. Investment Contracts (continued)

| Average Yields for SGICs | December 31, | |
|---|--------------|------|
| | 2012 | 2011 |
| Based on actual earnings | 1.0% | 2.0% |
| Based on interest rate credited to participants | 2.0% | 2.0% |

6. Reconciliation of Financial Statements to the Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500:

| | December 31, | |
|--|----------------|----------------|
| | 2012 | 2011 |
| Net assets available for benefits per the financial statements | \$ 140,934,672 | \$ 125,726,359 |
| Adjustment from contract value to fair value for fully benefit-responsive investment contracts | 467,690 | 71,689 |
| Net assets available for benefits per the Form 5500 | \$ 141,402,362 | \$ 125,798,048 |

The fully benefit-responsive investment contracts have been adjusted from fair value to contract value for purposes of the financial statements. For purposes of the Form 5500, the investment contracts will be stated at fair value.

Table of Contents

Voluntary Investment Pension Plan for
Hourly Employees of The Timken Company
Notes to Financial Statements (continued)

6. Reconciliation of Financial Statements to the Form 5500 (continued)

The following is a reconciliation of total additions per the financial statements to total income per the Form 5500 for the year ended December 31, 2012:

| | |
|---|----------------------|
| Total additions per the financial statements | \$ 24,482,420 |
| Less: Adjustment from fair value to contract value for fully benefit-responsive investment contracts at December 31, 2011 | (71,689) |
| Add: Adjustment from fair value to contract value for fully benefit-responsive investment contracts at December 31, 2012 | 467,690 |
| Total income per the Form 5500 | \$ 24,878,421 |

7. Risks and Uncertainties

The Master Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

8. Income Tax Status

The Plan has received a determination letter from the IRS dated April 23, 2003, stating that the Plan is qualified under Section 401(a) of the Internal Revenue Code (the Code), and therefore, the related trust is exempt from taxation. Subsequent to this determination by the Internal Revenue Service, the Plan was amended. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The Plan Administrator believes that the Plan, as amended, is qualified and the related trust is tax-exempt.

Table of Contents

Voluntary Investment Pension Plan for
 Hourly Employees of The Timken Company
 Notes to Financial Statements (continued)

8. Income Tax Status (continued)

Accounting principles generally accepted in the United States require plan management to evaluate uncertain tax positions taken by the Plan. The financial statement effects of a tax position are recognized when the position is more likely than not, based on the technical merits, to be sustained upon examination by the IRS. The Plan Administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2012, there are no uncertain positions taken or expected to be taken. The Plan has recognized no interest or penalties related to uncertain tax positions. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan Administrator believes it is no longer subject to income tax examinations for years prior to 2009.

9. Related-Party Transactions

Related-party transactions included the investments in the common stock of the Company and the investment funds of the Trustee. Such transactions are exempt from being prohibited transactions.

The following is a summary of transactions in Timken common shares with the Master Trust for the year ended December 31, 2012:

| | Dollars |
|--|----------------|
| Purchased | \$ 100,029,036 |
| Issued to participants for payment of benefits | \$ 1,737,409 |

Purchases and benefits paid to participants include Timken common shares valued at quoted market prices at the date of purchase or distribution.

Certain legal and accounting fees and certain administrative expenses relating to the maintenance of participant records are paid by the Company. Fees paid during the year for services rendered by parties in interest were based on customary and reasonable rates for such services.

Table of Contents

Supplemental Schedule

Table of Contents

Voluntary Investment Pension Plan for
Hourly Employees of The Timken Company
EIN #34-0577130 Plan #019
Schedule H, Line 4i Schedule of Assets
(Held at End of Year)
Year Ended December 31, 2012

| Identity of Issue, Borrower, Lessor, or Similar Party | Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value | Current Value |
|--|---|----------------------|
| Participant notes receivable* | Interest rates ranging from 4.25% to 9.25% with various maturity dates | \$ 4,318,352 |

* Indicates party in interest to the Plan.

Table of Contents

SIGNATURES

The Plan. Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other person who administer the employee benefit plan) have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

THE VOLUNTARY INVESTMENT PENSION PLAN FOR
HOURLY EMPLOYEES OF THE TIMKEN COMPANY

Date: July 1, 2013

By: /s/ Scott A. Scherff
Scott A. Scherff
Corporate Secretary and
Vice President Ethics and
Compliance