

TimkenSteel Corp
Form 4
July 01, 2014

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 *
TIMKEN CO

(Last) (First) (Middle)

4500 MT. PLEASANT ST. N.W.

(Street)

NORTH CANTON, OH 44720-5450

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
TimkenSteel Corp [TMST]

3. Date of Earliest Transaction (Month/Day/Year)
06/30/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing (Check Applicable Line)
 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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | | |
| | | | | | (A) or (D) Price | | |
| Common Shares | 06/30/2014 | | J ⁽¹⁾ | | 45,385,221 ⁽²⁾ | D | \$ 0 0 |

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)

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| 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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|--------------------------------|---------------|-----------|---------|-------|------------------|-----------------|-------|----------------------------|
| | Director | 10% Owner | Officer | Other | | | | |

| | | | | | | | | |
|--|--|--|---|--|--|--|--|--|
| TIMKEN CO 4500 MT. PLEASANT ST. N.W. NORTH CANTON, OH 44720-5450 | | | X | | | | | |
|--|--|--|---|--|--|--|--|--|

Signatures

/s/ William R. Burkhart 07/01/2014

 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) In connection with the spinoff (the "Spinoff") of TimkenSteel Corporation (the "Company") by The Timken Company ("Timken"), pursuant to the terms of Section 3.3 of the Separation and Distribution Agreement, dated June 30, 2014, between Timken and the Company (the "Agreement"), Timken effected the Distribution (as defined in the Agreement) on June 30, 2014, and caused to be distributed to each holder of record of Timken common shares as of June 23, 2014, the record date (the "Record Date") for the Distribution, by means of a pro rata dividend of one common share of the Company for every two Timken common shares held of record by such holder as of the record date.
- (2) In connection with the Spinoff, on June 29, 2014, the common shares of the Company split and Timken received all common shares of the Company outstanding as of the Record Date for its common shares (10 shares) held as of the Record Date, resulting in Timken's ownership of approximately 45,385,211 additional common shares of the Company.

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.