SEC Form 4

**FORM 4**

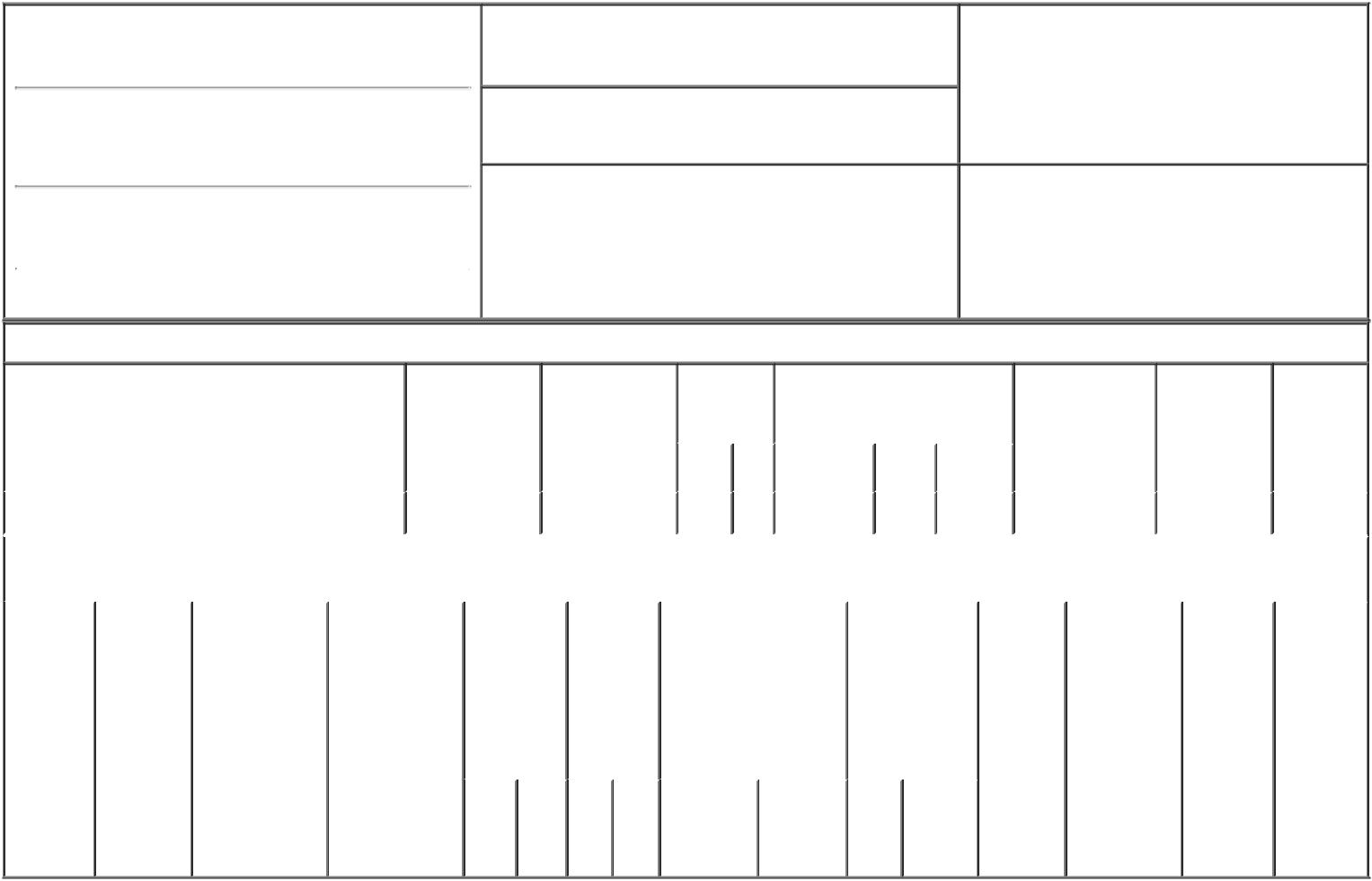
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).



|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **UNITED STATES SECURITIES AND EXCHANGE COMMISSION** |  |  |  |  |  |
| Washington, D.C. 20549 |  |  |  |  |  |
|  | OMB APPROVAL | | |  |
|  |  |  |
| **STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP** |  |  |  |  |  |
|  | OMB Number: | 3235-0287 |  |  |
|  | Estimated average burden | | |  |
|  |  |  |
| Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 |  | hours per response: | 0.5 |  |  |
|  |  |  |  |  |
|  |  |  |  |  |



or Section 30(h) of the Investment Company Act of 1940



1. Name and Address of Reporting Person\*

[COX PHILLIP R](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001180668)

(Last) (First) (Middle)

1835 DUEBER AVE., S.W.

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

[TimkenSteel Corp](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001598428) [ TMST ]

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

05/06/2015

1. Relationship of Reporting Person(s) to Issuer (Check all applicable)

X Director 10% Owner

Officer (give title Other (specify

below) below)

|  |  |  |  |
| --- | --- | --- | --- |
| (Street) | |  |  |
|  | CANTON | OH | 44706-2789 |
|  |  |  |  |
|  | (City) | (State) | (Zip) |

4. If Amendment, Date of Original Filed (Month/Day/Year) 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 Security (Instr. 3)** | | | **2. Transaction** | | **2A. Deemed** | | **3.** | | **4. Securities Acquired (A) or** | | | |  | **5. Amount of** | | **6. Ownership** | **7. Nature** | |  |
|  |  |  |  | **Date** |  | **Execution Date,** | |  | **Transaction Disposed Of (D) (Instr. 3, 4 and** | | | | | | **Securities** | | **Form: Direct** | **of Indirect** | |  |
|  |  |  |  | **(Month/Day/Year)** | | **if any** | |  | **Code (Instr.** | **5)** |  |  |  |  | **Beneficially** | | **(D) or Indirect** | **Beneficial** | |  |
|  |  |  |  |  |  | **(Month/Day/Year) 8)** | | | |  |  |  |  |  | **Owned Following** | | **(I) (Instr. 4)** | **Ownership** | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Reported** | |  | **(Instr. 4)** | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  | **Code V** | **Amount** | **(A) or** | **Price** | |  | **Transaction(s)** | |  |  |  |  |
|  |  |  |  |  |  |  |  |  | **(D)** |  | **(Instr. 3 and 4)** | |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | |  |  | |  |  |  |  |  |  |  |  | |  | |  |  |  |  |
|  | Common Shares | |  | 05/06/2015 | |  |  |  | A | 3,880 | A | $0.00 | | | 19,455(1) | | D |  |  |  |
|  |  |  | **Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned** | | | | | | | | | | | | |  |  |  |  |  |
|  |  |  |  | **(e.g., puts, calls, warrants, options, convertible securities)** | | | | | | | | | |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  | | |  |  |  |  | |  |  |  |  |  |
|  | **1. Title of** | **2.** | **3. Transaction** | **3A. Deemed** | **4.** |  | **5. Number** | **6. Date Exercisable and** | | | **7. Title and** |  |  | **8. Price of** | | **9. Number of** | **10.** | **11. Nature** | |  |
|  | **Derivative** | **Conversion** | **Date** | **Execution Date,** | **Transaction** | | **of** | **Expiration Date** | | | **Amount of** |  |  | **Derivative** | | **derivative** | **Ownership** | **of Indirect** | |  |
|  | **Security** | **or Exercise** | **(Month/Day/Year)** | **if any** | **Code (Instr.** | | **Derivative** | **(Month/Day/Year)** | | | **Securities** |  |  | **Security** | | **Securities** | **Form:** | **Beneficial** | |  |
|  | **(Instr. 3)** | **Price of** |  | **(Month/Day/Year)** | **8)** |  | **Securities** |  |  |  | **Underlying** |  |  | **(Instr. 5)** | | **Beneficially** | **Direct (D)** | **Ownership** | |  |
|  |  | **Derivative** |  |  |  |  | **Acquired** |  |  |  | **Derivative** |  |  |  |  | **Owned** | **or Indirect** | **(Instr. 4)** | |  |
|  |  | **Security** |  |  |  |  | **(A) or** |  |  |  | **Security (Instr. 3** | | |  |  | **Following** | **(I) (Instr. 4)** |  |  |  |
|  |  |  |  |  |  |  | **Disposed** |  |  |  | **and 4)** |  |  |  |  | **Reported** |  |  |  |  |
|  |  |  |  |  |  |  | **of (D)** |  |  |  |  |  |  |  |  | **Transaction(s)** | |  |  |  |
|  |  |  |  |  |  |  | **(Instr. 3, 4** |  |  |  |  |  |  |  |  | **(Instr. 4)** |  |  |  |  |
|  |  |  |  |  |  |  | **and 5)** |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  | |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  | **Amount** | | |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  | **or** |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  | **Number** | | |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  | **Date** | | **Expiration** | **of** |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  | **Code V** |  | **(A) (D)** | **Exercisable** | | **Date** | **Title Shares** | | |  |  |  |  |  |  |  |

**Explanation of Responses:**

1. The amount previously reported was estimated as of June 30, 2014 based on preliminary information regarding the spinoff of Issuer from The Timken Company on June 30, 2014. This report is being used to correct such preliminary information. The amount reflected represents such a correction.

**Remarks:**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| /s/ Frank A. DiPiero, as | | | 05/08/2015 | |  |
| Attorney-in-Fact | |  |  |
|  |  |  |
|  |  | |  |  |  |
| \*\* Signature of Reporting Person | | | Date | |  |

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

\* 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). Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

**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 Number.**