SEC Form 4

**FORM 4**

Check this box if no longer subject to

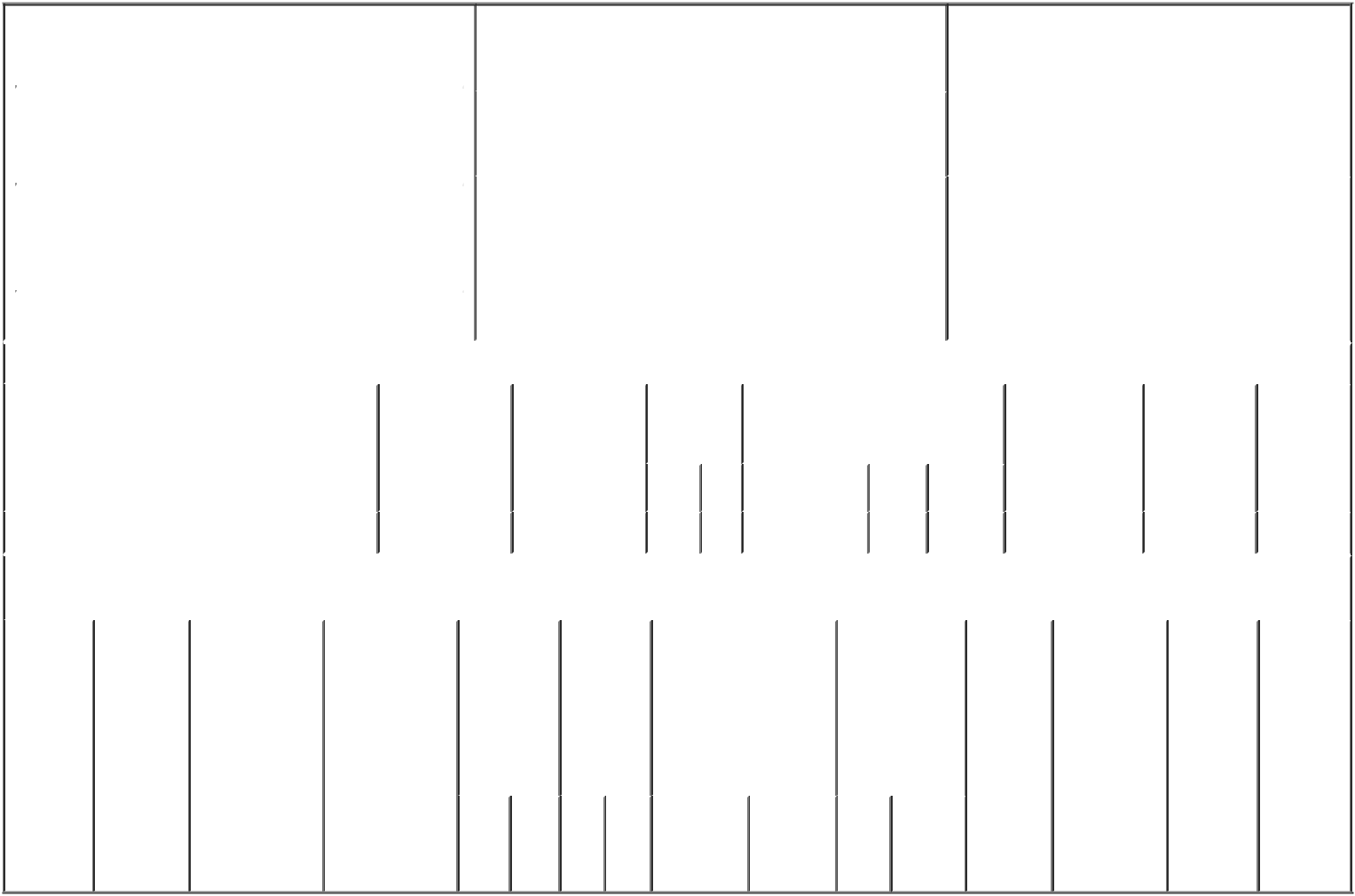


* Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **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\* | | | | | | | |  |  | 2. Issuer Name **and** Ticker or Trading Symbol | | | | | |  |  |  | 5. Relationship of Reporting Person(s) to Issuer | | | | | | |  |
|  |  | [TIMKEN CO](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0000098362) | | |  |  |  |  |  |  | [TimkenSteel Corp](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001598428) [ TMST ] | | | | | |  |  |  | (Check all applicable) | | | |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Director | | X 10% Owner | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Officer (give title | | Other (specify | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  | 3. Date of Earliest Transaction (Month/Day/Year) | | | | | |  |  |  |  |  |  |
|  |  | (Last) |  |  | (First) | | (Middle) | |  |  |  |  |  |  |  | below) | | below) |  |  |  |
|  |  | 4500 MT. PLEASANT ST. N.W. | | | | |  |  | 06/30/2014 | | | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
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|  |  |  |  |  |  |  |  |  |  |  | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | |  | 6. Individual or Joint/Group Filing (Check Applicable | | | | | | |  |
|  | (Street) | |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Line) | |  |  |  |  |  |  |
|  |  | NORTH |  |  | OH |  | 44720-5450 |  |  |  |  |  |  |  |  |  |  |  |  |  | X Form filed by One Reporting Person | | | | | |  |
|  |  | CANTON | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | 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** | | | | | **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 5)** | | | | | | **Securities** | | **Form: Direct** | **of Indirect** | |  |
|  |  |  |  |  |  |  | **(Month/Day/Year)** | | | | | **if any** |  | **Code (Instr.** | |  |  |  |  |  |  | **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 | | | |  |  | 06/30/2014 | | | | |  |  | J(1) | | 45,385,221(2) | | D | $0.00 | | |  | 0 | 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. 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.

**Remarks:**

|  |  |  |  |
| --- | --- | --- | --- |
| /s/ William R. Burkhart |  | 07/01/2014 | |
|  |  |  |  |
| \*\* 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.**