SEC Form 4

**FORM 4**

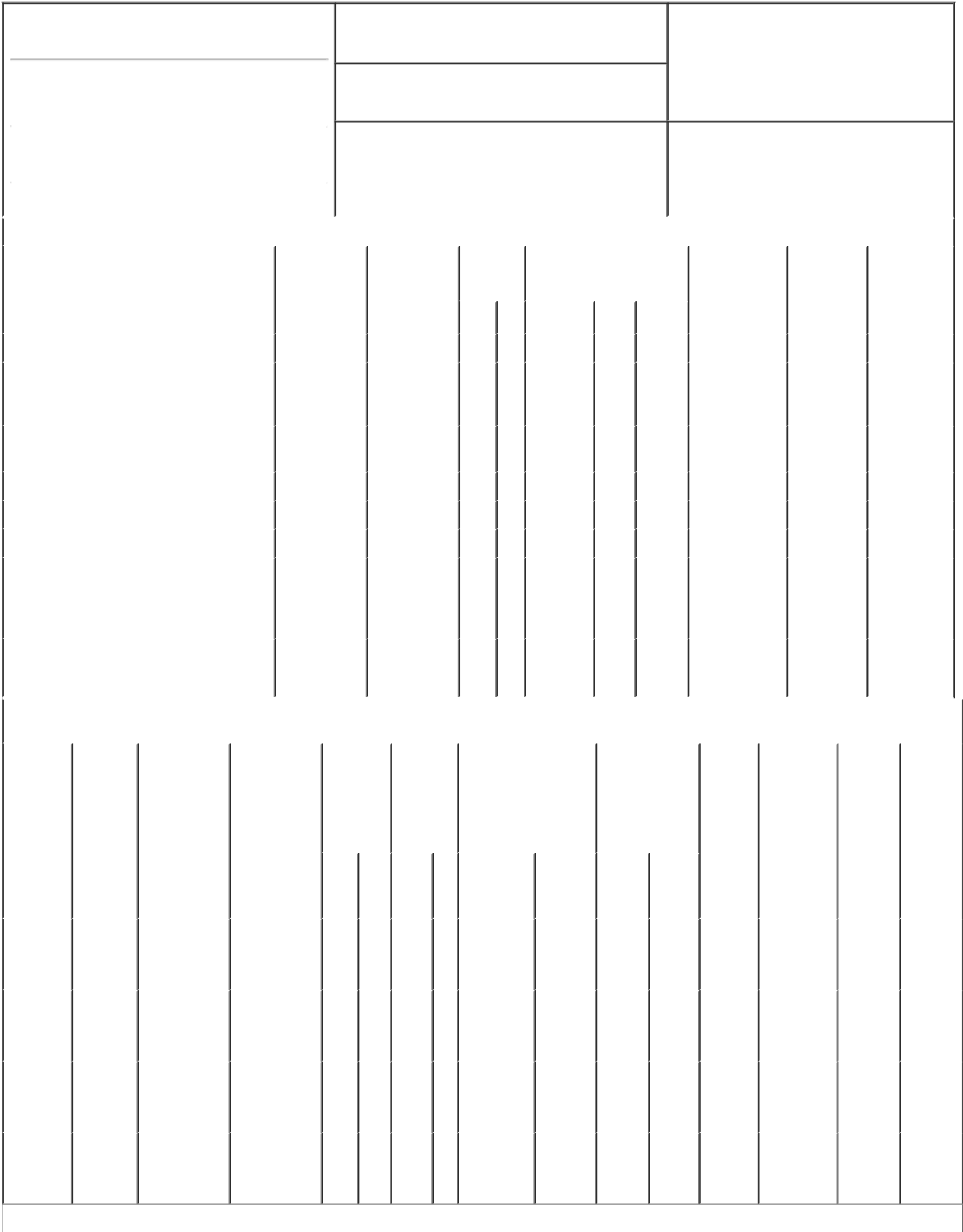
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).



|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **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\*

[TIMKEN WARD J JR](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001205047)

(Last) (First) (Middle)

1835 DUEBER AVENUE, 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)

06/30/2014

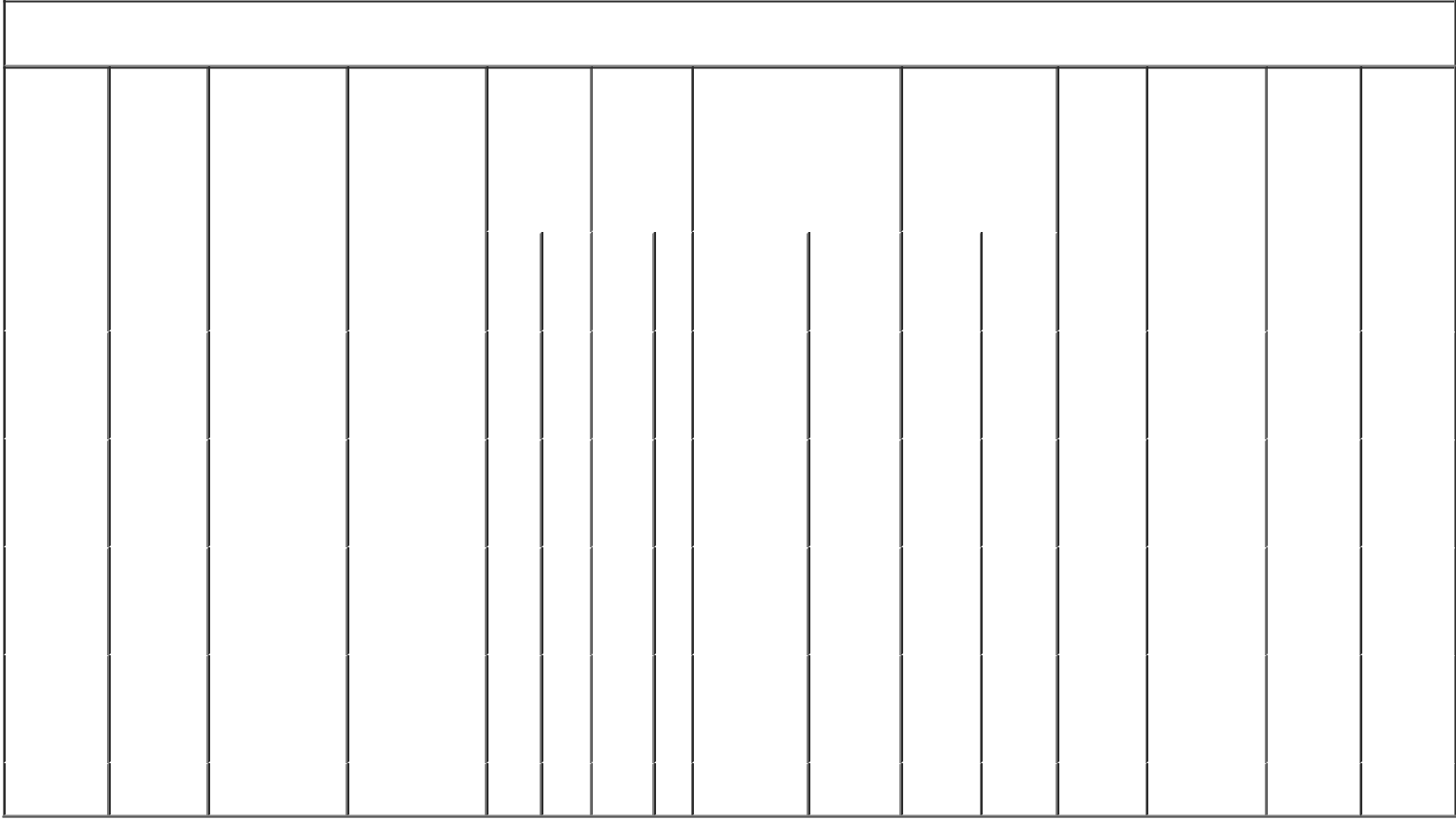
1. Relationship of Reporting Person(s) to Issuer (Check all applicable)

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

President, CEO, Chairman

|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  |  |  |  |  | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | |  | 6. Individual or Joint/Group Filing (Check Applicable | | | | | | | | | | |  |
|  | (Street) | |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  | Line) | | | |  |  |  |  |  |  |  |  |
|  |  | CANTON | OH |  | 44706 |  |  |  |  |  |  |  |  |  | X Form filed by One Reporting Person | | | | | | |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Form filed by More than One Reporting | | | | | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | (City) | (State) | | (Zip) |  |  |  |  |  |  |  |  |  |  |  | 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 of** | | | |  |
|  |  |  |  |  | **Date** |  | **Execution Date,** | | | **Transaction** | **Disposed Of (D) (Instr. 3, 4 and** | | | | | **Securities** | |  | **Form: Direct** | | **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 Stock | | |  |  |  |  |  |  |  |  |  |  |  |  | 84,558(11) | | | D |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | By Self as | | | |  |
|  | Common Stock | | |  |  |  |  |  |  |  |  |  |  |  |  | 100,000(11) | | | I |  | Manager of | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | LLC(1) | |  | |  |
|  | Common Stock | | |  |  |  |  |  |  |  |  |  |  |  |  | 9,212(11) | |  | I |  | Savings Inv. | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Plan |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | |  | |  |
|  | Common Stock | | |  |  |  |  |  |  |  |  |  |  |  |  | 1,405(11) | |  | I |  | By Spouse(2) | |  | |  |
|  | Common Stock | | |  |  |  |  |  |  |  |  |  |  |  |  | 6,427(11) | |  | I |  | By Child | |  | |  |
|  | Common Stock | | |  |  |  |  |  |  |  |  |  |  |  |  | 6,077(11) | |  | I |  | By Child | |  | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | By self as | | | |  |
|  | Common Stock | | |  |  |  |  |  |  |  |  |  |  |  |  | 26,500(11) | | | I |  | Co-Trustee | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  | and |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | beneficiary(3) | |  | |  |
|  | Common Stock | | |  |  |  |  |  |  |  |  |  |  |  |  | 3,000(11) | |  | I |  | By self as | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Co-Trustee(2) | | | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | (4) |  |  |  |  |
|  |  |  |  |  |  |  | | | | | | | | |  | |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  | **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 Amount** | | | |  | **8. Price of** | **9. Number of** | | **10.** |  | **11. Nature** | | |  |
|  | **Derivative** | | **Conversion** | **Date** | **Execution Date,** | **Transaction** | | **of** |  | **Expiration Date** | | **of Securities** | | | |  | **Derivative** | **derivative** | | **Ownership** | | **of Indirect** | | |  |
|  | **Security** | | **or Exercise** | **(Month/Day/Year)** | **if any** | **Code (Instr.** | | **Derivative** | | **(Month/Day/Year)** | | **Underlying** | |  |  |  | **Security** | **Securities** | | **Form:** |  | **Beneficial** | | |  |
|  | **(Instr. 3)** | | **Price of** |  | **(Month/Day/Year)** | **8)** |  | **Securities** | |  |  | **Derivative Security** | | | |  | **(Instr. 5)** | **Beneficially** | | **Direct (D)** | | **Ownership** | | |  |
|  |  |  | **Derivative** |  |  |  |  | **Acquired** | |  |  | **(Instr. 3 and 4)** | | | |  |  | **Owned** | | **or Indirect** | | **(Instr. 4)** | | |  |
|  |  |  | **Security** |  |  |  |  | **(A) or** |  |  |  |  |  |  |  |  |  | **Following** | | **(I) (Instr. 4)** | |  |  |  |  |
|  |  |  |  |  |  |  |  | **Disposed** | |  |  |  |  |  |  |  |  | **Reported** | |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  | **of (D) (Instr.** | |  |  |  |  |  |  |  |  | **Transaction(s)** | |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  | **3, 4 and 5)** | |  |  |  |  |  |  |  |  | **(Instr. 4)** | |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Amount** | |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  | **or** | |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Number** | |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  | **Date** | **Expiration** |  |  | **of** | |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  | **Code V** |  | **(A)** | **(D)** | **Exercisable** | **Date** | **Title** |  | **Shares** | |  |  |  |  |  |  |  |  |  |  |
|  |  | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Nonqualified | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Stock | |  |  |  | A(12) |  |  |  | (9) |  | Common | | 46,000 | |  |  |  |  |  |  |  |  |  |  |
|  | Option | | $34.26 | 06/30/2014 |  |  | 46,000 |  | 02/13/2024 | $0 | |  | 46,000 | D |  |  |  |  |  |
|  | (Right to | |  |  |  |  |  |  |  |  |  | Stock |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Buy) | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Nonqualified | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Stock | |  |  |  | A(12) |  |  |  | (8) |  | Common | | 46,450 | |  |  |  |  |  |  |  |  |  |  |
|  | Option | | $33.77 | 06/30/2014 |  |  | 46,450 |  | 02/07/2023 | $0 | |  | 46,450 | D |  |  |  |  |  |
|  | (Right to | |  |  |  |  |  |  |  |  |  | Stock |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Buy) | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Nonqualified | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Stock | |  |  |  | A(12) |  |  |  | (7) |  | Common | | 45,100 | |  |  |  |  |  |  |  |  |  |  |
|  | Option | | $31.06 | 06/30/2014 |  |  | 45,100 |  | 02/09/2022 | $0 | |  | 45,100 | D |  |  |  |  |  |
|  | (Right to | |  |  |  |  |  |  |  |  |  | Stock |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Buy) | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Nonqualified | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Stock | |  |  |  | A(12) |  |  |  | (6) |  | Common | | 53,000 | |  |  |  |  |  |  |  |  |  |  |
|  | Option | | $29.95 | 06/30/2014 |  |  | 53,000 |  | 02/08/2021 | $0 | |  | 53,000 | D |  |  |  |  |  |
|  | (Right to | |  |  |  |  |  |  |  |  |  | Stock |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |

Buy)

**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 Amount** | | **8. Price of** | **9. Number of** | **10.** | **11. Nature** |  |
| **Derivative** | **Conversion** | **Date** | **Execution Date,** | **Transaction** | **of** |  | **Expiration Date** |  | **of Securities** | | **Derivative** | **derivative** | **Ownership** | **of Indirect** |  |
| **Security** | **or Exercise** | **(Month/Day/Year)** | **if any** | **Code (Instr.** | **Derivative** | | **(Month/Day/Year)** | | **Underlying** |  | **Security** | **Securities** | **Form:** | **Beneficial** |  |
| **(Instr. 3)** | **Price of** |  | **(Month/Day/Year)** | **8)** | **Securities** | |  |  | **Derivative Security** | | **(Instr. 5)** | **Beneficially** | **Direct (D)** | **Ownership** |  |
|  | **Derivative** |  |  |  | **Acquired** | |  |  | **(Instr. 3 and 4)** | |  | **Owned** | **or Indirect** | **(Instr. 4)** |  |
|  | **Security** |  |  |  | **(A) or** |  |  |  |  |  |  | **Following** | **(I) (Instr. 4)** |  |  |
|  |  |  |  |  | **Disposed** | |  |  |  |  |  | **Reported** |  |  |  |
|  |  |  |  |  | **of (D) (Instr.** | |  |  |  |  |  | **Transaction(s)** |  |  |  |
|  |  |  |  |  | **3, 4 and 5)** | |  |  |  |  |  | **(Instr. 4)** |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  | **Amount** |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  | **or** |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  | **Number** |  |  |  |  |  |
|  |  |  |  |  |  |  | **Date** | **Expiration** |  | **of** |  |  |  |  |  |
|  |  |  |  | **Code V** | **(A)** | **(D)** | **Exercisable** | **Date** | **Title** | **Shares** |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Nonqualified |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Stock |  |  |  | A(12) |  |  | (5) |  | Common | 52,300 |  |  |  |  |  |
| Option | $13.61 | 06/30/2014 |  | 52,300 |  | 02/08/2020 | $0 | 52,300 | D |  |  |
| (Right to |  |  |  |  |  |  |  |  | Stock |  |  |  |  |  |  |
| Buy) |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Nonqualified |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Stock |  |  |  | A(12) |  |  | (5) |  | Common | 63,500 |  |  |  |  |  |
| Option | $18.42 | 06/30/2014 |  | 63,500 |  | 02/04/2018 | $0 | 63,500 | D |  |  |
| (Right to |  |  |  |  |  |  |  |  | Stock |  |  |  |  |  |  |
| Buy) |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Nonqualified |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Stock |  |  |  | A(12) |  |  | (5) |  | Common | 57,000 |  |  |  |  |  |
| Option | $17.54 | 06/30/2014 |  | 57,000 |  | 02/05/2017 | $0 | 57,000 | D |  |  |
| (Right to |  |  |  |  |  |  |  |  | Stock |  |  |  |  |  |  |
| Buy) |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Nonqualified |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Stock |  |  |  | A(12) |  |  | (5) |  | Common | 57,000 |  |  |  |  |  |
| Option | $18.56 | 06/30/2014 |  | 57,000 |  | 02/06/2016 | $0 | 57,000 | D |  |  |
| (Right to |  |  |  |  |  |  |  |  | Stock |  |  |  |  |  |  |
| Buy) |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Restricted | $0 | 06/30/2014 |  | A(12) | 12,450 |  | 02/13/2017(10) | 02/13/2017 | Common | 12,450 | $0 | 12,450 | D |  |  |
| Share Unit |  |  |  |  |  |  |  |  | Stock |  |  |  |  |  |  |

**Explanation of Responses:**

1. By self as sole manager of the WJ Timken Jr Family, LLC. Members of the LLC include the reporting person, immediate family members and trusts for the benefit of immediate family members.
2. DISCLAIMER: Undersigned disclaims all beneficial ownership
3. By self as Co-Trustee and beneficiary of the Ward J. Timken Trust FBO Ward J. Timken, Jr.
4. By self as Co-Trustee of the Ward J. Timken Trust FBO Grandchildren
5. Nonqualified stock option with limited transferability granted pursuant to The Timken Company Long-term Incentive Plan. Option becomes exercisable in annual 25 percent increments beginning with the first anniversary of the date of the grant. Option becomes fully exercisable upon the occurrence of a change in control of the Company or other similar event.
6. Includes 39,750 options to purchase Issuer common shares that are currently vested. Remaining options to purchase Issuer common shares vest on February 8, 2015.
7. Includes 22,550 options to purchase Issuer common shares that are currently vested. Remaining options to purchase Issuer common shares vest in two equal annual installments beginning February 9, 2015.
8. Includes 11,612 options to purchase Issuer common shares that are currently vested. Remaining options to purchase Issuer common shares vest in three equal annual installments beginning February 7, 2015.
9. Vests in four equal annual installments beginning on February 13, 2015.
10. Grant of Restricted Share units that vest 100 percent on February 13, 2017.
11. Adjusted distribution resulting from the spinoff of Issuer from The Timken Company ("Timken") on June 30, 2014 (the "Spinoff"). Exempt acquisitions under Rule 16a-9 being shown on a voluntary basis in this row are estimated as of June 30, 2014 based on preliminary information regarding the Spinoff. Final amounts, if different, will be reported in a subsequent filing.
12. Award resulting from the Spinoff and related adjustment of outstanding Timken stock option. Information reported in this row is estimated as of June 30, 2014 based on preliminary information regarding the Spinoff.

**Remarks:**

|  |  |  |  |
| --- | --- | --- | --- |
| Ward J. Timken, Jr. |  |  | 07/02/2014 |
| \*\* 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.**