Section 1: DEF 14A (DEF 14A)

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 14A

(RULE 14a-101)

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934 (Amendment No.)

Filed by the Registrant ☑
Filed by a Party other than the Registrant ☐
Check the appropriate box:

☐ Preliminary Proxy Statement
☐ **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
☑ Definitive Proxy Statement
☐ Definitive Additional Materials
☐ Soliciting Material Pursuant to §240.14a-12

The Timken Company

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

☑ No fee required.

☐ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

☐ Fee paid previoulsy with preliminary materials.

☐ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

_____

(2) Form, Schedule or Registration Statement No.:

_____

(3) Filing Party:

_____

(4) Date Filed:

_____

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TIMKEN

Notice of 2017 Annual Meeting of Shareholders and Proxy Statement

THE TIMKEN COMPANY
North Canton, Ohio U.S.A.

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TIMKEN

John M. Timken, Jr.
Chairman – Board of Directors

March 17, 2017

Dear Fellow Timken Shareholder:

The 2017 Annual Meeting of Shareholders of The Timken Company will be held on Tuesday, May 9, 2017, at 10:00 a.m. local time at the corporate offices of the company in North Canton, Ohio.

This year, you are being asked to act upon four matters. Details of these matters, along with the recommendations of your Board of Directors, are contained in the accompanying Notice of 2017 Annual Meeting of Shareholders and Proxy Statement.

Please read the enclosed information carefully before voting your shares. Voting your shares as soon as possible will ensure your representation at the meeting, whether or not you plan to attend.

I appreciate the strong support of our shareholders over the years and look forward to a similar vote of support at the 2017 Annual Meeting of Shareholders.

Sincerely,

John M. Timken, Jr.
Chairman – Board of Directors

Enclosure

The Timken Company
4500 Mount Pleasant Street NW
P. O. Box 6929
Canton, OH 44720
United States

Stronger. **Commitment.** Stronger. **Value.** Stronger. **Worldwide.** Stronger. **Together.** | **Stronger.** By Design.

THE TIMKEN COMPANY

North Canton, Ohio

NOTICE OF 2017 ANNUAL MEETING OF SHAREHOLDERS

The 2017 Annual Meeting of Shareholders of The Timken Company will be held on Tuesday, May 9, 2017, at 10:00 a.m. local time, at 4500 Mount Pleasant Street NW, North Canton, Ohio 44720, for the following purposes:

1. Election of eleven Directors to serve for a term of one year;

2. Ratification of the appointment of Ernst & Young LLP as our independent auditor for the fiscal year ending December 31, 2017;

3. Approval, on an advisory basis, of named executive officer compensation;

4. Recommendation, on an advisory basis, of the frequency (every 1, 2 or 3 years) of the shareholder advisory vote on named executive officer compensation; and

5. Consideration of such other business as may properly come before the meeting.

Shareholders of record of common shares of The Timken Company at the close of business on February 22, 2017, are the shareholders entitled to notice of and to vote at the meeting.

YOUR VOTE IS IMPORTANT. WHETHER OR NOT YOU PLAN TO ATTEND THE 2017 ANNUAL MEETING OF SHAREHOLDERS, PLEASE SIGN AND DATE THE ENCLOSED PROXY CARD AND RETURN IT IN THE POSTAGE-PAID ENVELOPE PROVIDED OR VOTE YOUR SHARES ELECTRONICALLY THROUGH THE INTERNET OR BY TELEPHONE. VOTING INSTRUCTIONS ARE PROVIDED ON THE ENCLOSED PROXY CARD.

Effect of Not Casting Your Vote. Under New York Stock Exchange ("NYSE") rules, if you hold your shares in "street name" through a brokerage account, your broker will NOT be able to vote your shares for you on most of the matters being considered at the 2017 Annual Meeting of Shareholders, including the election of Directors, unless you have given instructions to your broker prior to the meeting.

Thank you for your support of The Timken Company.

William R. Burkhart
Executive Vice President, General Counsel and Secretary

March 17, 2017

Important Notice Regarding the Availability of Proxy Materials for the 2017 Annual Meeting of Shareholders to be held on May 9, 2017: This Proxy Statement and our 2016 Annual Report to Shareholders are available on the Investors section of our website http://investors.timken.com. For directions to the 2017 Annual Meeting of Shareholders, you may call 234-262-3000.

THE TIMKEN COMPANY

PROXY STATEMENT

The enclosed proxy is solicited by the Board of Directors (also referred to as the “Board”) of The Timken Company, an Ohio corporation (the “Company,” “we,” or “us”), in connection with the 2017 Annual Meeting of Shareholders to be held on May 9, 2017, at 10:00 a.m. local time at 4500 Mount Pleasant Street NW, North Canton, Ohio 44720, and at any adjournments and postponements thereof, for the purpose of considering and acting upon the matters specified in the foregoing Notice. The approximate date on which this Proxy Statement and proxy card will be first sent or given to our shareholders is March 17, 2017.

The Board of Directors is not aware of matters other than those specified in the foregoing Notice that will be brought before the meeting for action. However, if any such matters should be properly brought before the meeting, the persons appointed as proxies may vote or act upon such matters according to their judgment.

ITEM NO. 1

ELECTION OF DIRECTORS

We currently have eleven Directors. Pursuant to our Amended Regulations, all nominees for Director will stand for election for a one-year term to expire at the 2018 Annual Meeting of Shareholders. Candidates for Director receiving the greatest number of votes will be elected. Abstentions and “broker non-votes” (where a broker, other record holder, or nominee indicates on a proxy card that it does not have authority to vote certain shares on a particular matter) will not be counted in the election of Directors and will not have any effect on the result of the vote.

Pursuant to the Majority Voting Policy of the Board of Directors, any Director who fails to receive a majority of the votes cast in his or her election will submit his or her resignation to the Board of Directors promptly after the certification of the election results. The Board of Directors and the Nominating and Corporate Governance Committee will then consider the resignation in light of any factors they consider appropriate, including the Director’s qualifications and service record, as well as any reasons given by shareholders as to why they withheld votes from the Director. The Board of Directors is required to determine whether to accept or reject the tendered resignation within 90 days following the election and to disclose on a Current Report on Form 8-K its decision, as well as the reasons for rejecting any tendered resignation, if applicable.

At a meeting on February 10, 2017, the Board approved a resolution waiving the Board’s policy that a Director may not stand for election to the Board after reaching age 72 for Joseph W. Ralston. Mr. Ralston has served as Lead Director since 2011 and the Board concluded that the Company would benefit from his continued service as a Director due to his extensive knowledge of the Company, leadership skills and experience with shareholder outreach.

At its meeting on February 10, 2017, the Board also approved a resolution, based on the recommendation of the Nominating and Corporate Governance Committee, nominating the eleven individuals set forth below to be elected Directors at the 2017 Annual Meeting of Shareholders to serve for a term of one year expiring at the 2018 Annual Meeting of Shareholders (or until their respective successors are elected and qualified). Each of the nominees was previously elected as a Director by our shareholders. Each of the nominees listed below has consented to serve as a Director if elected.

If any nominee becomes unable, for any reason, to serve as a Director, or should a vacancy occur before the election (which events are not anticipated), the Directors then in office may substitute another person as a nominee or may reduce the number of nominees as they deem advisable. Unless otherwise indicated on any proxy card, the persons named as proxies on the enclosed proxy card intend to vote the shares covered by such proxy card in favor of the nominees named below.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE *FOR* EACH OF THE NOMINEES NAMED BELOW.

NOMINEES

The following information, obtained in part from the respective nominee and in part from our records, describes the background and experience of each nominee.

Maria A. Crowe
Age 57
Director since 2014

Ms. Crowe is President of Manufacturing Operations for Eli Lilly and Company, a global manufacturer of pharmaceutical products, a position she has held since 2012. Ms. Crowe joined Eli Lilly and Company in 1982, and previously served as its Senior Vice President of Global Drug Products from 2009 to 2012.

Ms. Crowe provides the Board with extensive experience in manufacturing, sourcing and procurement for a global manufacturing company. Ms. Crowe also brings valuable experience on production capacity expansion and innovation efforts.

Ms. Crowe is a member of our Compensation Committee and Nominating and Corporate Governance Committee.

Richard G. Kyle
Age 51
Director since 2013

Mr. Kyle was appointed President and Chief Executive Officer of The Timken Company in 2014. Mr. Kyle joined the Company in 2006 as Vice President of Manufacturing and was named President of the Aerospace and Mobile Industries segments in 2008. In 2012, he was named Group President with responsibility for the Aerospace and Steel segments as well as engineering and technology. In 2013, Mr. Kyle was named Chief Operating Officer, Bearings and Power Transmission. Since 2015, Mr. Kyle has served as a director of Sonoco Products Company, a global provider of consumer packaging, industrial products, protective solutions, and display and packaging services, and as a member of its Audit and Financial Policy committees.

Mr. Kyle has significant experience in global manufacturing organizations and has demonstrated the ability to lead change and growth. In addition to his role as Chief Executive Officer of the Company, Mr. Kyle's strong engineering and operational background, coupled with his strategic perspective, provide valued skills to the Board.

John A. Luke, Jr.
Age 68
Director since 1999

Mr. Luke served as the Chairman and Chief Executive Officer of MeadWestvaco Corporation ("MWV"), a leading global producer of packaging and specialty chemicals, from the merger of Mead and Westvaco in 2002 until his retirement in 2015. Prior to his retirement, Mr. Luke led the process that resulted in MWV merging with Rock-Tenn Company to form WestRock Company, which created the second largest packaging company in the industry. Mr. Luke has served as a director of The Bank of New York Mellon Corporation

since 2007, MWV from 2002 until 2015, WestRock Company since 2015 and Dominion Midstream GP, LLC since 2017.

Mr. Luke brings deep executive leadership experience to our Board, including expertise in leading large corporate transformations and evaluating and executing inorganic growth opportunities. Mr. Luke brings the perspective gained from serving on several corporate boards, including as Non-Executive Chairman of WestRock Company, a member of the Corporate Governance and Nominating and Audit Committees of The Bank of New York Mellon Corporation and Chair of the Conflicts Committee of Dominion Midstream GP, LLC.

Mr. Luke chairs our Compensation Committee and is a member of our Nominating and Corporate Governance Committee.

Christopher L. Mapes
Age 55
Director since 2014

Mr. Mapes is Chairman, President and Chief Executive Officer of Lincoln Electric Holdings, Inc., a global manufacturer of welding, cutting and joining products. He has held the position of Chairman since December 2013 and has been President and Chief Executive Officer since December 2012, after serving as Chief Operating Officer beginning in 2011. From 2004 to 2011, he served as Executive Vice President of A. O. Smith Corporation, a global water technology company and manufacturer of residential and commercial water heating and water purification equipment, where he led the expansion and execution of the global strategy for its electrical products. Mr. Mapes has been a director at Lincoln Electric Holdings, Inc. since 2010.

As an experienced executive with more than 25 years of service in global manufacturing and distribution companies, Mr. Mapes understands the challenges of global growth and the complexity of managing international operations. In addition to his business management experience, Mr. Mapes has a law degree.

Mr. Mapes is a member of our Audit Committee and Compensation Committee.

James F. Palmer
Age 67
Director since 2015

Mr. Palmer served as the Corporate Vice President and Chief Financial Officer of Northrop Grumman Corporation, a global security company and a provider of products, systems and solutions in the fields of aerospace, electronics, information systems, and technical services, from March 2007 until February 2015 and as a Corporate Vice President of Northrop Grumman until his retirement in July 2015. Prior to his employment with Northrop Grumman, Mr. Palmer served as the Senior Vice President and Chief Financial Officer of Visteon Corporation from 2004 to 2007.

Mr. Palmer’s broad executive background in the aerospace and defense industry, his service as the chief financial officer of multiple large publicly-traded companies, and his extensive experience with business acquisitions, debt financings and other complex transactions make him well-qualified to serve as a member of the Board.

Mr. Palmer is a member of our Audit Committee and Compensation Committee.

Ajita G. Rajendra
Age 65
Director since 2014

Mr. Rajendra is Chairman, President and Chief Executive Officer of A. O. Smith Corporation, a global water technology company and manufacturer of residential and commercial water heating and water purification equipment. He has held the position of Chairman since 2014, and has been President and Chief Executive Officer since 2013. Mr. Rajendra previously served A. O. Smith Corporation as President and Chief Operating Officer from 2011 to 2012 and as Executive Vice President from 2006 to 2011.

Mr. Rajendra has been a director of A. O. Smith Corporation since 2011 and serves on its Investment Policy Committee, and has been a director of Donaldson Company, Inc. since 2010, where he is a member of the Audit Committee and Human Resources Committee. Mr. Rajendra's extensive manufacturing and international experience leading businesses and negotiating acquisitions and joint ventures, along with his experience as a director of other publicly-traded companies, provides valuable skills to the Board.

Mr. Rajendra is a member of our Audit Committee and Compensation Committee.

Joseph W. Ralston
Age 73
Director since 2003

General Ralston has served as Vice Chairman of The Cohen Group, an organization that provides clients with comprehensive tools for understanding and shaping their business, political, legal, regulatory and media environments, since 2003. General Ralston completed a distinguished 37-year Air Force career as Commander, U.S. European Command and Supreme Allied Commander Europe, NATO in 2003. Previously, General Ralston served as Vice Chairman of the Joint Chiefs of Staff, the nation's second highest-ranking military officer. General Ralston has served on the boards of Lockheed Martin Corporation since 2003 and URS Corporation from 2003 until 2014.

General Ralston's experience in the private sector, combined with his distinguished military career, provides our Board with unmatched expertise across a range of complex operational, human resources, supply chain/logistical and other issues facing a global corporation. Based on his extensive military experience, General Ralston also provides specific insights and knowledge in the aerospace industry, which is a significant market for the Company. Additionally, General Ralston's understanding of the political environment in Washington allows him to guide our Board on the challenges and opportunities resulting from governmental actions. General Ralston also brings the perspective of Chairman of the Classified Business and Security Committee and a member of the Ethics and Sustainability, Strategic Affairs and Executive Committees of Lockheed Martin.

General Ralston serves as our Lead Director, chairs our Nominating and Corporate Governance Committee and is a member of our Audit Committee.

Frank C. Sullivan
Age 56
Director since 2003

Mr. Sullivan has held the position of Chairman and Chief Executive Officer of RPM International Inc. ("RPM"), a world leader in specialty coatings, since 2008. Mr. Sullivan was appointed RPM's Chief Executive Officer in 2002, prior to which he held the position of Chief Financial Officer since 1993. Mr. Sullivan has been a director of RPM since 1995.

Mr. Sullivan provides the Board with extensive financial expertise based on his years as a chief financial officer. In addition, as a chief executive officer and director of a multinational company, Mr. Sullivan brings invaluable executive experience on a wide array of issues, including strategic planning and the evaluation and execution of merger and acquisition opportunities.

Mr. Sullivan chairs our Audit Committee and is a member of our Nominating and Corporate Governance Committee.

John M. Timken, Jr.
Age 65
Director since 1986

Mr. Timken is a private investor and a successful entrepreneur, who has been a significant share-holder of the Company for many years. Mr. Timken is co-founder of Amgraph Packaging, a national supplier of flexible package printing used by major food and beverage brands and private labels. His entrepreneurial activities and passion for business-building have included involvement in ventures ranging from injection molding, to ophthalmic laboratories, to logistics and trucking. He has also owned a cable television business and established one of the largest commercial mushroom farms in North America.

Mr. Timken's ability as an investor to identify and help increase value across a range of industries, as well as his familiarity with the Company's businesses, provides the Board with important input in evaluating and making important capital allocation decisions. Since joining the Board, he has played an important role in the Company's strategic drive to add product lines that complement its bearing product portfolio.

Mr. Timken serves as independent Chairman of the Board.

Ward J. Timken, Jr.
Age 49
Director since 2002

Mr. Timken is Chairman, Chief Executive Officer and President of TimkenSteel Corporation ("TimkenSteel"), a leader in customized alloy steel products and services, a position he assumed in 2014. TimkenSteel was previously a subsidiary of the Company that became an independent public company pursuant to a spinoff that was effected on June 30, 2014 (the "Spinoff"). Mr. Timken previously served as Chairman of the Board of The Timken Company from 2005 to May 2014.

Mr. Timken provides the Board with relevant experience from having served in key leadership positions during his tenure with the Company. Mr. Timken's broad-based experience and familiarity with each of our businesses, along with his deep understanding of the global industry dynamics across the Company's markets, enable Mr. Timken to provide valuable input to the Board.

Jacqueline F. Woods
Age 69
Director since 2000

Ms. Woods served as the President of Ameritech Ohio (subsequently renamed AT&T Ohio), a telecommunications company, until her retirement in 2000. At Ameritech Ohio, Ms. Woods also held various positions in finance, operations, marketing, sales and government affairs. Ms. Woods was inducted into the Ohio Women's Hall of Fame in 1998. Ms. Woods has served on the board of The Andersons, Inc. since 1999. Ms. Woods was formerly a director at School Specialty, Inc. until 2013.

Ms. Woods' extensive executive management experience enables her to help guide the Board in making decisions in areas such as marketing, strategy development, corporate governance and compensation. In addition, her executive experience at a primarily consumer-oriented company provides a valuable perspective on customer service. Ms. Woods also brings perspective gained from her service as a member of other corporate boards, including serving as a member of the Audit and Compensation and Leadership Development Committees of The Andersons, Inc.

Ms. Woods is a member of our Compensation Committee and Nominating and Corporate Governance Committee.

Independence Determinations

The Board of Directors has adopted the independence standards of the NYSE listing requirements for determining the independence of Directors. The Board has determined that the following Director nominees meet those independence standards: Maria A. Crowe, John A. Luke, Jr., Christopher L. Mapes, James F. Palmer, Ajita G. Rajendra, Joseph W. Ralston, Frank C. Sullivan, John M. Timken, Jr., and Jacqueline F. Woods. With respect to John M. Timken, Jr., the Board determined that his family relationship to Ward J. Timken, Jr. does not impair his independence. With respect to John P. Reilly, who served as a Director of the Company until the 2016 Annual Meeting of Shareholders, the Board determined that his service on the board of directors of TimkenSteel did not impair his independence after giving consideration to the transitional relationships between the companies that were put in place in connection with the Spinoff, including the commercial supply agreement for TimkenSteel to supply the Company with certain steel products and, therefore, also determined that Mr. Reilly met the Board's independence standards.

Related Party Transactions Approval Policy

Our Directors and executive officers are subject to our Standards of Business Ethics, which require that any potential conflicts of interest, such as significant transactions with related parties, be reported to our General Counsel. Our Directors and executive officers are also subject to the Timken Policy Against Conflicts of Interest, which requires that an employee or Director avoid placing himself or herself in a position in which his or her personal interests could interfere in any way with our interests. While not every situation can be identified in a written policy, the Timken Policy Against Conflicts of Interest does specifically prohibit the following situations:

- competing against the Company;
- holding a significant financial interest in a company doing business with or competing with the Company;
- accepting gifts, gratuities or entertainment from any customer, competitor or supplier of goods or services to the Company, except to the extent they are customary and reasonable in amount and not in consideration for an improper action by the recipient;
- using for personal gain any business opportunities that are identified through a person's position with the Company;
- using the Company's property, information or position for personal gain;
- using the Company's property other than in connection with our business;
- maintaining other employment or a business that adversely affects a person's job performance at the Company; and
- doing business on the Company's behalf with a relative or another company employing a relative.

In the event of any potential conflict of interest, pursuant to the charter of the Nominating and Corporate Governance Committee, the Standards of Business Ethics and the Timken Policy Against Conflicts of Interest, the Nominating and Corporate Governance Committee would review and, considering such factors as it deems appropriate under the circumstances, make a determination as to whether to grant a waiver to the policies for any such situation. Any waiver would be promptly disclosed to shareholders. Additionally, the Nominating and Corporate Governance Committee would review and approve or ratify any transaction required to be reported pursuant to Item 404(a) of Regulation S-K.

Board and Committee Meetings

The Board of Directors has an Audit Committee, a Compensation Committee, and a Nominating and Corporate Governance Committee. During 2016, there were seven meetings of the Board of Directors, eight meetings of its Audit Committee, three meetings of its Compensation Committee and three meetings of its Nominating and Corporate Governance Committee. All Directors attended 75% or more of the meetings of the Board and its committees on which they served that were held following each Director's appointment to the Board and their respective committees. It is our policy that all members of

the Board of Directors attend the annual meeting of shareholders, and in 2016 all members then serving attended the meeting. At each regularly-scheduled meeting of the Board of Directors, the independent Directors also met separately in executive session.

DIRECTOR COMPENSATION

Cash Compensation

Each nonemployee Director who served in 2016 was paid at the annual rate of $80,000 for services as a Director. In addition to base compensation, the Lead Director receives an annual fee of $30,000 and the independent Chairman receives an annual fee of $100,000. The following fees were paid for serving on a committee of the Board in 2016.

Committee	Chairperson Fee	Member Fee
Audit	$30,000	$15,000
Compensation	$17,500	$7,500
Nominating & Corporate Governance	$17,500	$7,500

Stock Compensation

Each nonemployee Director serving at the time of our 2016 Annual Meeting of Shareholders on May 10, 2016, received a grant of 3,585 restricted shares that vest after one year under The Timken Company 2011 Long-Term Incentive Plan, as amended and restated as of February 13, 2015 (the “Long-Term Incentive Plan”). Upon a Director’s initial election to the Board, each new nonemployee Director receives a grant of 2,000 restricted shares under the Long-Term Incentive Plan, which vest one-fifth annually. Dividends are paid in cash on restricted shares during the vesting period.

The Compensation Committee of the Board of Directors has adopted share ownership requirements for nonemployee Directors. As of December 31, 2016, all of our Directors other than Mr. Palmer had met their 2016 share ownership requirement of 8,000 shares. Mr. Palmer joined the Board in 2015. To better align with common market practice, as of January 1, 2017 the share ownership requirement was changed to five times the annual cash retainer of $80,000, or the equivalent of $400,000 of common shares. Directors must meet this requirement within five years of becoming a director.

Compensation Deferral

Any Director may elect to defer the receipt of all or a specified portion of his or her cash and/or stock compensation (other than restricted shares or options) in accordance with the provisions of the Director Deferred Compensation Plan, as amended and restated effective January 1, 2015 (the “Director Deferred Compensation Plan”). Pursuant to the Director Deferred Compensation Plan, cash fees can be deferred and paid at a future date requested by the Director. The amount will be adjusted based on the investment crediting option chosen by the Director, which options include interest earned quarterly at a rate based on the prime rate plus one percent or the total shareholder return of our common shares, with amounts paid either in a lump sum or in installments in cash. Stock compensation (other than restricted shares or options) can be deferred to a future date and paid either in a lump sum or installments and is payable in shares plus an amount representing dividend equivalents during the deferral period. Directors may elect to receive cash in an amount equal to the dividend equivalents or reinvest such amounts in Company shares.

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2016 DIRECTOR COMPENSATION TABLE

The following table provides details of nonemployee Director compensation in 2016:

Name [1]	Fees Earned or Paid in Cash	Stock Awards [2]	Total
Maria A. Crowe	$95,000	$117,301	$212,301
John A. Luke, Jr.	$105,000	$117,301	$222,301
Christopher L. Mapes	$102,500	$117,301	$219,801
James F. Palmer	$102,500	$117,301	$219,801
Ajita G. Rajendra	$102,500	$117,301	$219,801
Joseph W. Ralston	$142,500	$117,301	$259,801
John P. Reilly	$36,858	$0	$36,858
Frank C. Sullivan	$117,500	$117,301	$234,801
John M. Timken, Jr.	$180,000	$117,301	$297,301
Ward J. Timken, Jr.	$80,000	$117,301	$197,301
Jacqueline F. Woods	$95,000	$117,301	$212,301

(1) Richard G. Kyle, our President and Chief Executive Officer ("CEO"), is not included in this table as he is an employee of the Company and receives no compensation for his services as a Director. Mr. Reilly retired from the Board on May 10, 2016.

(2) The amount shown for each Director includes the grant date fair value of the award of 3,585 common shares made on May 10, 2016. These shares vest 100% one year following the grant date. The amounts shown in this column are computed in accordance with Financial Accounting Standards Board Accounting Standards Codification ("FASB ASC") Topic 718.

As of December 31, 2016, unvested restricted shares were owned as follows:

Name	Unvested Restricted Shares
Maria A. Crowe	4,785
John A. Luke, Jr.	3,585
Christopher L. Mapes	4,785
James F. Palmer	5,185
Ajita G. Rajendra	4,785
Joseph W. Ralston	3,585
Frank C. Sullivan	3,585
John M. Timken, Jr.	3,585
Ward J. Timken, Jr. [1]	3,585
Jacqueline F. Woods	3,585

(1) Additionally, Mr. Timken has unvested restricted stock units (24,900), unvested option awards (69,225) and vested and unexercised option awards (543,457) earned from his previous role as Chairman of the Board of The Timken Company from 2005 to May 2014.

BOARD LEADERSHIP STRUCTURE

The Board is led by independent Chairman John M. Timken, Jr., who was first elected to this position on May 13, 2014. In addition, the independent Directors have designated Joseph W. Ralston as Lead Director.

The Chairman oversees the planning of the annual Board calendar and, with the CEO, in consultation with the other Directors, schedules and sets the agenda for meetings of the Board and leads the discussions at such meetings and at executive sessions of the independent Directors. The Chairman also leads the Company's annual meeting of shareholders and performs such other functions and responsibilities as set forth in the Board of Directors General Policies and Procedures or as requested by the Board from time to time.

The Board's preferred governance structure is to separate the roles of Chairman and CEO. With limited exceptions, these roles have been separate for over 80 years. While recognizing that there is no single, generally-accepted approach to providing Board leadership and that the Board's leadership structure may vary in the future as circumstances warrant, the Board considers this balance of leadership between the two positions to be beneficial.

The Lead Director's duties may include: (a) developing agendas for, and presiding over, the executive sessions of the independent Directors; (b) reporting the results of the executive sessions to the CEO and Chairman; (c) providing feedback as required to the other Directors on the issues discussed with the CEO and Chairman; (d) serving as a liaison with the CEO, Chairman and independent Directors; (e) presiding at all meetings of the Board at which the Chairman is not present; (f) approving information sent to the Board; (g) approving agendas for Board meetings; (h) approving Board meeting schedules to ensure that there is sufficient time for discussion of all agenda items; (i) calling meetings of the independent Directors; and (j) ensuring that he or she is available for consultation and direct communications with major shareholders as appropriate.

RISK OVERSIGHT

The Board of Directors primarily relies on its Audit Committee for oversight of the Company's risk management. The Audit Committee regularly reviews issues that present particular risks to the Company, including those involving competition, customer demands, economic conditions, planning, strategy, finance, sales and marketing, products, information technology, facilities and operations, supply chain or legal matters. The full Board also reviews these issues as appropriate. The Board believes that this approach, supported by our leadership structure, provides appropriate checks and balances against undue risk taking.

AUDIT COMMITTEE

We have a standing Audit Committee that has oversight responsibility with respect to our independent auditor and the integrity of our financial statements. The Audit Committee is composed of Frank C. Sullivan (Audit Committee Chairman), Christopher L. Mapes, James F. Palmer, Ajita G. Rajendra and Joseph W. Ralston. Our Board of Directors has determined that each member of the Audit Committee is financially literate and independent as defined in the listing standards of the NYSE and the rules of the Securities and Exchange Commission (the "SEC"). Our Board of Directors has determined that Frank C. Sullivan and James F. Palmer qualify as Audit Committee financial experts.

The Audit Committee's charter is available on the Corporate Governance section of our website at www.timken.com/about/governance-documents.

AUDIT COMMITTEE REPORT

The Audit Committee has reviewed and discussed with management and our independent auditor the audited financial statements contained in our Annual Report on Form 10-K for the fiscal year ended December 31, 2016. The Audit Committee has also discussed with our independent auditor the matters required to be discussed pursuant to Auditing Standard 1301, "Communications with Audit Committees," as adopted by the Public Company Accounting Oversight Board.

The Audit Committee has received and reviewed the written disclosure and the letter from our independent auditor required by applicable requirements of the Public Company Accounting Oversight Board regarding the independent auditor's communications with the Audit Committee concerning independence, has discussed with our independent auditor such independent auditor's independence, and has considered the compatibility of non-audit services with the auditor's independence.

Based on the review and discussions referred to above, the Audit Committee recommended to our Board of Directors that the audited financial statements be included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2016, for filing with the SEC.

Frank C. Sullivan (Audit Committee Chairman)
Christopher L. Mapes
James F. Palmer
Ajita G. Rajendra
Joseph W. Ralston

COMPENSATION COMMITTEE

We have a standing Compensation Committee that establishes and administers our policies, programs and procedures for compensating our senior management and Board of Directors. Members of the Compensation Committee are John A. Luke, Jr. (Compensation Committee Chairman), Maria A. Crowe, Christopher L. Mapes, James F. Palmer, Ajita G. Rajendra and Jacqueline F. Woods. Our Board of Directors has determined that all members of the Compensation Committee are independent as defined in the listing standards of the NYSE.

With the guidance and approval of the Compensation Committee, we have developed compensation programs for our executive officers, including the CEO and the other executive officers named in the 2016 Summary Compensation Table, that are intended to align the interests of our executives and shareholders; reward executive management for sustained, strong business and financial results; and enable us to attract, retain and motivate the best talent. The Compensation Committee determines specific compensation elements for the CEO and considers and acts upon recommendations made by the CEO regarding the other executive officers.

The agenda for meetings of the Compensation Committee is determined by its Chairman with the assistance of the Vice President – Compensation and Benefits. The meetings are regularly attended by the Chairman of the Board, the CEO, and the Vice President – Compensation and Benefits. At each meeting, the Compensation Committee meets in executive session. The Chairman of the Compensation Committee reports the Committee's actions regarding compensation of executive officers to the full Board. Our Human Resources department supports the Compensation Committee in its duties and may be delegated certain administrative duties in connection with our compensation programs. The Compensation Committee has the sole authority to retain and terminate compensation consultants to assist in the evaluation of Director and executive officer compensation and the sole authority to approve the fees and other retention terms of any compensation consultants. The Compensation Committee has engaged Willis Towers Watson Public Limited Company ("Willis Towers Watson"), a global professional services firm, to conduct annual reviews of its compensation programs for executive officers and, from time-to-time, to review the compensation of Directors. Willis Towers Watson also provides information to the Compensation Committee on trends in executive compensation and other market data.

With respect to Director compensation, as stated above, the Compensation Committee periodically engages Willis Towers Watson to conduct reviews of Director compensation, and the Committee may then recommend to the full Board of Directors changes in Director compensation that will enhance our ability to attract and retain qualified Directors.

In January 2016, Willis Towers Watson was created by the merger of Willis Group Holdings and Towers Watson. Towers Watson (or its predecessor) had provided executive consulting services to the

Compensation Committee and other professional consulting services to the Company for over 20 years. During fiscal 2016, Willis Towers Watson was paid $200,000 for the executive compensation consulting services it provided to the Compensation Committee. Other professional consulting services provided by Willis Towers Watson to the Company totaled approximately $2.3 million for actuarial, pension administration and other services to us and our benefit plans (including health benefits, broad-based compensation, human capital and international consulting). Of the $2.3 million in fees incurred in 2016 for other professional consulting services, approximately $0.6 million related to one-time costs incurred in connection with the purchase of two group annuity contracts for the payment and administration of future pension benefits for certain retirees, and approximately $1.5 million was related to trust administration and outsourcing pension administrative services.

The Compensation Committee has concluded that the advice it receives from Willis Towers Watson continues to be objective, unbiased and independent. The Compensation Committee's careful oversight of the relationship with Willis Towers Watson with respect to compensation advice mitigates the possibility that management could potentially misuse the actuarial engagement to influence Willis Towers Watson's compensation work for the Compensation Committee. The Compensation Committee annually reviews the charges to the Company from Willis Towers Watson for executive compensation advice and other services for the preceding three years, along with an estimate of services for the coming year. Additionally, Willis Towers Watson has adopted internal safeguards to ensure that its executive compensation unit is maintained separately from its actuarial business.

The Compensation Committee has assessed the independence of Willis Towers Watson, as required under the NYSE listing standards. The Compensation Committee has also considered and assessed relevant factors that could give rise to a potential conflict of interest with respect to Willis Towers Watson. Based on this review, we are not aware of any conflict of interest that has been raised by the work performed by Willis Towers Watson.

The Compensation Committee also plays an active role in our executive officer succession planning process. The Compensation Committee meets regularly with senior management to ensure that an effective succession process is in place and to discuss potential successors for executive officers. As part of this process, executive officer position profiles are updated to highlight the key skills required to meet future demands, and potential successors are evaluated and development plans are reviewed. At the end of each year, the Compensation Committee reviews the performance of the executive officers and potential successors. The Compensation Committee's succession planning activities are discussed with the full Board in executive session.

The Compensation Committee's charter is available on the Corporate Governance section of our website at www.timken.com/about/governance-documents.

COMPENSATION COMMITTEE REPORT

The Compensation Committee has reviewed and discussed the Compensation Discussion and Analysis (the "CD&A") for the year ended December 31, 2016 with our management. Following the review and discussion referred to above, the Compensation Committee recommended to our Board, and our Board approved, the inclusion of the CD&A in our Annual Report on Form 10-K for the fiscal year ended December 31, 2016 and this Proxy Statement for filing with the SEC.

John A. Luke, Jr. (Compensation Committee Chairman)
Maria A. Crowe
Christopher L. Mapes
James F. Palmer
Ajita G. Rajendra
Jacqueline F. Woods

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE

We have a standing Nominating and Corporate Governance Committee that is responsible for, among other things, evaluating new Director candidates and incumbent Directors and recommending Directors to serve as members of our Board committees. Members of the Nominating and Corporate Governance Committee are Joseph W. Ralston (Nominating and Corporate Governance Committee Chairman), Maria A. Crowe, John A. Luke, Jr., Frank C. Sullivan and Jacqueline F. Woods. Our Board of Directors has determined that all members of the Nominating and Corporate Governance Committee are independent as defined in the listing standards of the NYSE.

The Board of Directors General Policies and Procedures provide that the general criteria for Director candidates include, but are not limited to, the highest standards of integrity and ethical behavior, the ability to provide wise and informed guidance to management, a willingness to pursue thoughtful, objective inquiry on important issues before the Company, and a range of experience and knowledge commensurate with our needs as well as the expectations of knowledgeable investors.

The Nominating and Corporate Governance Committee utilizes a variety of sources to identify possible Director candidates, including search firms, professional associations and Board member recommendations. In evaluating candidates to recommend to the Board of Directors, the Nominating and Corporate Governance Committee considers factors consistent with those set forth in the Board of Directors General Policies and Procedures, including whether the candidate enhances the diversity of the Board. Such diversity includes professional background and capabilities, knowledge of specific industries and geographic experience, as well as the more traditional diversity concepts of race, gender and national origin. The attributes of the current Directors and the needs of the Board and the Company are evaluated whenever a Board vacancy occurs, and the effectiveness of the nomination process, including whether that process enhances the Board's diversity, is evaluated each time a candidate is considered. The Nominating and Corporate Governance Committee is also responsible for reviewing the qualifications of, and making recommendations to the Board of Directors for, Director nominations submitted by our shareholders. All Director nominees are evaluated in the same manner by the Nominating and Corporate Governance Committee, without regard to the source of the nominee recommendation.

The Nominating and Corporate Governance Committee also plans for Director succession. The Committee regularly reviews the appropriate size of the Board and whether any vacancies are expected due to retirement or otherwise. In the event that vacancies are anticipated, or otherwise arise, the Committee considers potential Director candidates in accordance with the factors and criteria outlined above.

The Nominating and Corporate Governance Committee's charter is available on the Corporate Governance section of our website at www.timken.com/about/governance-documents.

Our code of business conduct and ethics, called the "Standards of Business Ethics," and our corporate governance guidelines, called the "Board of Directors General Policies and Procedures," are reviewed annually by the Nominating and Corporate Governance Committee and are available on the Corporate Governance section of our website at www.timken.com/about/governance-documents.

Shareholder-Recommended Director Candidates

Director candidates recommended by our shareholders will be considered by the Nominating and Corporate Governance Committee in accordance with the criteria outlined above. In order for a shareholder to submit a recommendation, the shareholder must deliver a communication by registered mail or in person to the Nominating and Corporate Governance Committee, c/o The Timken Company, 4500 Mount Pleasant Street NW, North Canton, Ohio 44720. Such communication should include the proposed candidate's qualifications, any relationship between the shareholder and the proposed candidate, and any other information that the shareholder considers useful for the Nominating and Corporate Governance Committee to consider in evaluating such candidate.

Shareholder-Nominated Director Candidates

Our Amended Regulations provide a “proxy access” right to permit any shareholder or a group of up to 20 shareholders owning 3% or more of the voting power entitled to vote in the election of Directors continuously for at least three years to nominate and include in our proxy materials Director nominees for election to the Board. A shareholder or shareholders, as applicable, can nominate up to the greater of (i) 20% of the total number of Directors on the Board, rounding down to the nearest whole number, and (ii) two Directors in accordance with the requirements set forth in our Amended Regulations. Under our Amended Regulations, requests to include shareholder-nominated candidates for Director in our proxy materials must be received no earlier than 150 days and no later than 120 days before the anniversary of the date that we issued our Proxy Statement for the previous year’s annual meeting of shareholders. Requests to include shareholder-nominated candidates for Director in our proxy materials related to the 2018 Annual Meeting of shareholders must be delivered by certified mail, return receipt requested, to our Secretary, c/o The Timken Company, 4500 Mt. Pleasant Street NW, North Canton, Ohio 44720, no earlier than October 18, 2017 and no later than November 17, 2017 in order to be timely. The summary of this “proxy access” right set forth above is qualified in its entirety by our Amended Regulations.

Corporate Governance Highlights

The Nominating and Corporate Governance Committee regularly reviews trends and recommends best practices, initiates improvements, and plays a leadership role in maintaining the Company’s strong corporate governance structure and practices. Among the practices the Nominating and Corporate Governance Committee believes demonstrate the Company’s commitment to strong corporate governance are the following:

- ✓ Strongly independent Board (9 of 11 Directors are independent);
- ✓ Independent Chairman of the Board and Lead Director;
- ✓ Declassified Board – all Directors are elected annually;
- ✓ Annual Board, Committee and Director evaluations;
- ✓ Commitment to Board refreshment – 4 new independent Directors since 2014;
- ✓ Proactively adopted shareholder proxy access in 2016 with 3/3/20/20 parameters;
- ✓ Majority Voting Policy that requires any Director who fails to receive a majority of the votes cast in favor of his or her election to submit his or her resignation to the Board;
- ✓ Over-boarding policy limits the number of public company boards a Director can serve on;
- ✓ Special Meetings may be called by shareholders holding 25% of the Company’s common shares;
- ✓ “Clawback” policy permits claw-back of executive compensation if an executive engages in conduct that is detrimental to the Company; and
- ✓ Stock ownership requirements for Directors and executive officers.

Additional information about the Company’s corporate governance structure and practices can be found in the Board of Directors General Policies and Procedures, our Amended Regulations and our Amended Articles of Incorporation.

BENEFICIAL OWNERSHIP OF COMMON STOCK

The following table shows, as of January 2, 2017, the beneficial ownership of our common shares by each Director, nominee for Director and executive officer named in the 2016 Summary Compensation Table on page 36 of this Proxy Statement, and by all Directors, nominees for Director and executive officers as a group. Beneficial ownership of our common shares has been determined for this purpose in accordance with Rule 13d-3 under the Securities Exchange Act of 1934 and is based on the sole or shared power to vote or direct the voting or to dispose or direct the disposition of our common shares. Beneficial ownership as determined in this manner does not necessarily bear on the economic incidents of ownership of our common shares.

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Amount and Nature of Beneficial Ownership of Common Stock				
Name	Sole Voting or Investment Power[1]	Shared Voting or Investment Power	Aggregate Amount[1]	Percent of Class
William R. Burkhart	105,828	0	105,828	*
Christopher A. Coughlin	212,072	0	212,072	*
Maria A. Crowe	8,987	0	8,987	*
Philip D. Fracassa	100,551	0	100,551	*
Richard G. Kyle	357,238	0	357,238	*
John A. Luke, Jr.	55,915	0	55,915	*
Christopher L. Mapes	10,540	0	10,540	*
Ronald J. Myers	42,813	0	42,813	*
James F. Palmer	5,585	0	5,585	*
Ajita G. Rajendra	8,630	0	8,630	*
Joseph W. Ralston	49,763	0	49,763	*
Frank C. Sullivan	42,422	0	42,422	*
John M. Timken, Jr.	587,585[2]	851,899	1,439,484[2]	1.86%
Ward J. Timken, Jr.	1,060,940	5,062,754	6,123,694	7.90%
Jacqueline F. Woods	18,018	0	18,018	*
All Directors, nominees for Director and executive officers as a group[3]	2,666,887	5,914,653	8,581,540	11.08%

* Percent of class is less than 1%.

(1) The following table provides additional details regarding beneficial ownership of our common shares:

Name	Outstanding Options and Time-based Restricted Stock Units [a]	Vested Deferred Restricted Shares [b]	Deferred Common Shares [b]
William R. Burkhart	74,630	0	0
Christopher A. Coughlin	165,398	0	0
Maria A. Crowe	0	0	0
Philip D. Fracassa	78,680	0	0
Richard G. Kyle	313,637	0	0
John A. Luke, Jr.	0	0	0
Christopher L. Mapes	0	0	0
Ronald J. Myers	30,355	0	0
James F. Palmer	0	0	0
Ajita G. Rajendra	0	0	0
Joseph W. Ralston	0	0	12,000
Frank C. Sullivan	0	2,000	0
John M. Timken, Jr.	0	0	0
Ward J. Timken, Jr.	614,600	0	0
Jacqueline F. Woods	0	0	2,500

(a) Includes shares that the individual named in the table has the right to acquire on or before March 2, 2017 through the exercise of stock options or the vesting of time-based restricted stock units pursuant to the Long-Term Incentive Plan. Including those listed, all Directors, nominees for Director, and executive officers as a group have the right to acquire 1,277,300 shares on or before March 2, 2017 through the exercise of stock options or the vesting of time-based restricted stock units pursuant to the Long-Term Incentive Plan. These shares have been treated as outstanding for the purpose of calculating the percentage of the class beneficially owned by such individual or group, but not for the purpose of calculating the percentage of the class owned by any other person.

(b) Awarded as annual grants under the Long-Term Incentive Plan, which will not be issued until a later date under the Director Deferred Compensation Plan. Restricted shares can no longer be deferred.

(2) Includes 197,886 shares for which John M. Timken, Jr. has sole voting and investment power as trustee of three trusts created as the result of distributions from the estate of Susan H. Timken.

(3) The number of shares beneficially owned by all Directors, nominees for Director and executive officers as a group has been calculated to eliminate duplication of beneficial ownership. This group consists of 15 individuals.

The following table gives information known to us about each beneficial owner of more than 5% of our common shares as of January 2, 2017, unless otherwise indicated below.

Beneficial Owner	Number of Shares	Percent of Class
Timken family(1)	9,435,213	12.18%
The Vanguard Group(2)	5,942,053	7.63%
First Eagle Investment Management, LLC(3)	5,430,139	6.98%
BlackRock, Inc.(4)	5,355,658	6.90%
Southern Sun Asset Management LLC(5)	4,886,967	6.28%

(1) Members of the Timken family, including John M. Timken, Jr., and Ward J. Timken, Jr., have in the aggregate sole or shared voting and dispositive power with respect to 9,435,213 of our common shares, which includes 614,600 shares that Ward J. Timken, Jr., has the right to acquire on or before March 2, 2017. The Timken Foundation of Canton (the “Foundation”), 200 Market Avenue North, Suite 210, Canton, Ohio 44702, holds 5,000,944 of these shares, representing 6.46% of our outstanding common shares. Ward J. Timken, Joy A. Timken, Ward J. Timken, Jr., and William R. Timken, Jr. are trustees of the Foundation and share the voting and investment power with respect to such shares.

There are no voting agreements or other arrangements among the members of the Timken family regarding the 9,435,213 common shares and, accordingly, the members of the Timken family shall not be deemed a “group” for purposes of Rule 13d-3 under the Securities Exchange Act of 1934 with respect to such shares. Accordingly, each member of the Timken family disclaims beneficial ownership of any of our common shares as to which such member does not have sole or shared voting or investment power.

(2) A Schedule 13G/A filed with the SEC on February 10, 2017, by The Vanguard Group, 100 Vanguard Blvd., Malvern, Pennsylvania 19355, indicated that it has sole voting power over 41,576 shares, sole investment power over 5,895,977 common shares and aggregate beneficial ownership of 5,942,053 common shares.

(3) A Schedule 13G filed with the SEC on February 7, 2017, by First Eagle Investment Management, LLC, 1345 Avenue of the Americas, New York, New York 10105, indicated that it has sole voting

power over 5,240,002 common shares and the sole investment power over 5,430,139 common shares.

(4) A Schedule 13G/A filed with the SEC on January 26, 2017, by BlackRock, Inc., 55 East 52nd Street, New York, New York 10055, indicated that it has sole voting power over 5,086,618 common shares and sole investment power over 5,355,658 common shares.

(5) A Schedule 13G filed with the SEC on February 14, 2017, by SouthernSun Asset Management LLC, 6070 Poplar Avenue, Suite 300, Memphis, TN 38119, indicated that it has sole voting power over 4,626,016 common shares and the sole investment power over 4,886,967 common shares.

COMPENSATION DISCUSSION AND ANALYSIS

Executive Summary

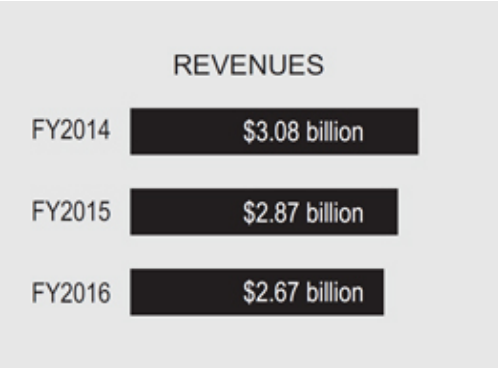
Our executive compensation programs are designed to reward our executives for delivering exceptional performance and building shareholder value. The structure of our programs enables us to provide a competitive total rewards package while aligning senior executive interests to those of our shareholders. The following chart highlights the key considerations behind the development, review and approval of the compensation for our executive officers named in the 2016 Summary Compensation Table (our named executive officers, or “NEOs”):

Objectives	**Our executive compensation program is designed to:** ● Align the interests of our executives and shareholders ● Reward for sustained, strong business results ● Attract, retain and motivate the best talent
Philosophy	**Our executive compensation philosophy is built on the following principles:** ● Recognizing that people are our most important asset ● Rewarding results linked to short- and long-term performance (pay-for-performance) ● Positioning pay affordably and competitively in the marketplace ● Driving a focus on increasing shareholder value

2016 Performance

Despite challenging markets in 2016, the Company delivered strong performance and advanced its strategy, which remains focused on outgrowing markets, driving operational excellence initiatives and deploying capital effectively.

The Company ended 2016 with sales of $2.7 billion and net income per diluted share of $1.92. We generated net cash from operations of $402 million in 2016 (up from $375 million in 2015), and returned approximately $82 million through dividends to our shareholders. In addition, we repurchased 3.1 million shares, or nearly four percent of our outstanding shares.

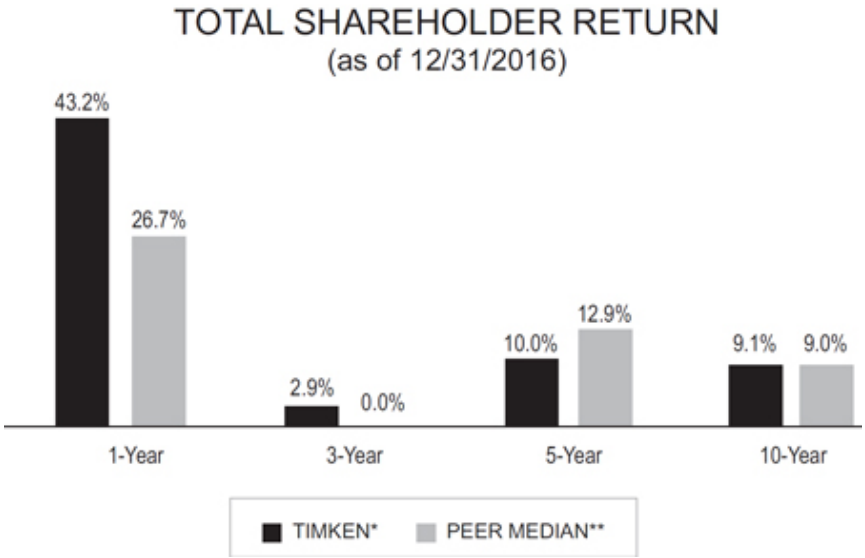


We took steps to advance DeltaX, a multi-year initiative designed to accelerate product development and product

line expansion, with new applications and products as well as additional sales and engineering resources. We drove operational performance with $100 million in costs savings and advanced our manufacturing footprint. And we acquired the EDT and Lovejoy businesses.

The increase in our stock price during 2016 resulted in a total shareholder return of 43.2% for the year (2.9%, 10.0%, and 9.1% over three, five and ten years, respectively).

Despite this strong performance, results did not meet the goals set forth in our compensation plans. Our performance, as measured by the financial and operational metrics discussed in this CD&A, resulted in incentive plans for our named executive officers paying below target levels. See page 29 for details on annual incentive award decisions, and the “2016 Long-Term Incentive Decisions” section on page 31 for details on long-term incentive award payouts. Overall, executive compensation for 2016 reflects our compensation objectives and our operating performance, demonstrating a long-standing commitment to pay our executives based upon the performance they deliver.



*Total Shareholder Return for the Company was calculated on an annualized basis, assumes quarterly reinvestment of dividends and takes into account the value of TimkenSteel common shares distributed in the Spinoff on June 30, 2014.
**See page 25 for the companies that are included in the compensation peer group for 2016.

2016 Compensation Decisions and Actions

Factors Guiding Our Decisions *(see page 26 for details)*	• Executive compensation program objectives and philosophy • Financial performance • Recommendations of the CEO for other NEOs • Assessment of risk management, including avoidance of unnecessary or excessive risk taking to ensure long-term shareholder value • Shareholder input including “say-on-pay” vote • Advice of independent outside compensation consultant • Market pay practices • Current and historical compensation

Program Updates Implemented at the Beginning of 2016	**Adoption of Compensation Peer Group** Beginning in 2016, the Compensation Committee used compensation data from a newly-defined peer group in conjunction with broad general industry survey data when evaluating the competitiveness of the Company's pay programs and making decisions on compensation levels.
Key 2016 Compensation Decisions *(see page 28 for details)*	The compensation decisions outlined below demonstrate our strong, sustained commitment to paying for performance. **Base Salary** ● *CEO*: Mr. Kyle did not receive a base salary increase in 2016. His last base salary increase was in May 2014 to reflect his appointment as President and CEO. ● *Other NEOs*: Mr. Myers was named Vice President, Human Resources in June 2016. In recognition of his new role, he received a base salary increase of 7% in June 2016. None of the other NEOs received a base salary increase in 2016. **Annual Incentive** Based on the Company's 2016 performance, annual incentive awards were paid at 48% for the NEOs, reflecting below-target performance for this time period and the exercise of negative discretion by the Compensation Committee to align incentive payments for the NEOs with the payouts under the Company's broad-based annual incentive plan. For additional details, see the "*Annual Incentive*" section on page 29. **Long-Term Incentives** The NEOs received target grants of nonqualified stock options, time-based restricted stock units and performance-based restricted stock units in 2016, with values ranging from approximately $260,000 to $4.2 million.
2017 Program Updates	**2017 Compensation Peer Group** For fiscal year 2017, we removed Lincoln Electric and Joy Global from our compensation peer group and replaced them with Carlisle Companies Incorporated and Dana Incorporated. Joy Global was removed due to the announcement that it was expected to be acquired and Lincoln Electric was removed because Mr. Mapes, a member of our Compensation Committee, is the Chairman, President and Chief Executive Officer of Lincoln Electric. **Stock Ownership Guidelines** To better align with common market practice, as of January 1, 2017 the share ownership requirement was revised to a multiple of the cash retainer for Directors and a multiple of base salary for NEOs.

CEO Pay At-A-Glance

Target pay for 2016 for Mr. Kyle was determined by the Compensation Committee after consideration of the factors described below under *"Determining Compensation for 2016."* The Compensation Committee considered the total compensation package in relation to the target established for the position, taking into account the scope of responsibilities for the particular position. Further details are provided on page 26.

Elements of our executive compensation consist of base salary, annual incentives, long-term incentives that include restricted stock units (time-based and performance-based) and stock options, retirement programs and other benefits.

Aligning Pay with Performance

The Company's success depends largely on the contributions of motivated, focused and energized employees all working to achieve our strategic objectives. This understanding shapes our approach to providing a competitive total rewards package to our CEO and the other named executive officers.

Pay-for-performance is one of the four principles that make up our executive compensation philosophy. To ensure that we are adhering to this principle, we evaluate the degree of alignment of our total incentive compensation to our business results, including the level of adjusted earnings before interest and taxes ("EBIT"), return on invested capital ("ROIC") and adjusted earnings per share ("EPS"), as well as total shareholder return.

The Company's Approach to Rewarding Performance

Annual Incentive
- Reward achievement of short-term individual and corporate performance goals

Time-Based Restricted Stock Units and Stock Options
- Reward long-term value creation
- Reinforce ownership in the Company
- Support retention of executives

Performance-Based Restricted Stock Units
- Reward long-term financial results that drive value creation
- Reinforce ownership in the Company

The Company uses a balance of short- and long-term incentives as well as cash and non-cash compensation to meet these objectives. The elements of executive compensation provided to our NEOs for 2016 consisted of base salary, annual incentives, long-term incentives including nonqualified stock options, time-based restricted stock units and performance-based restricted stock units, retirement programs and other benefits. Our compensation programs are designed to link pay and performance.

- **Program Design:** 85% of the targeted total direct compensation for Mr. Kyle and between 64%-77% of the targeted total direct compensation for the other NEOs is comprised of incentive-based pay.
- **Performance Assessment:** Our Compensation Committee uses a comprehensive and well-defined process to assess Company performance. We believe our metrics focus management on the appropriate objectives for the creation of both short- and long-term shareholder value.

The Company's incentive compensation programs for executives are designed to link compensation with the full spectrum of our business goals, some of which are short-term, while others take several years or more to achieve:

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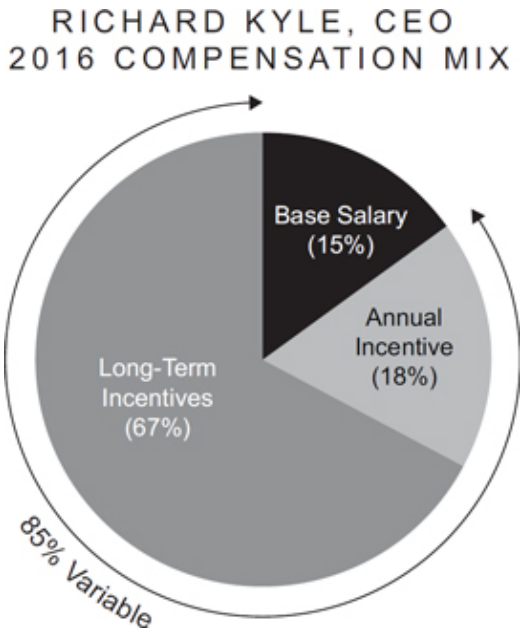
	Short-Term (Cash) **Annual Incentive***	**Long-Term** (Equity) **Performance-Based Restricted Stock Units**	**Long-Term** (Equity) **Time-Based Restricted Stock Units**	**Long-Term** (Equity) **Nonqualified Stock Options**
Objective	Short-term operational business priorities	Long-term strategic financial goals and value creation	Long-term shareholder value creation	Long-term shareholder value creation
Time Horizon and 2016 Metrics	1 Year 80% Adjusted EBIT 20% Working capital as a percentage of sales	3 Years 80% Adjusted EPS 20% ROIC	4 Years	10 Years

*See "*Annual Incentive*" section on page 29 for more details.



Other key features of our executive compensation program include:

- **Stock ownership requirements:** Our stock ownership guidelines require all senior executives to meet specific ownership targets based on position. This requirement aligns the interests of our executives to those of our shareholders. See page 35 for more information.

- **Clawback provisions:** The Company maintains specific provisions regarding the recovery ("clawback") of awards to deter certain types of conduct, including conduct that could affect the accuracy of the Company's financial statements. These provisions apply to both short- and long-term incentive programs where, if personal misconduct or any fraudulent activity on the part of the executive leads to the restatement of Company financial results, the Company can clawback an

award. In such cases, the Compensation Committee has discretion, based on applicable facts and circumstances, to cause the Company to recover all or any portion of the incentive paid or payable to the executive for some or all of the years covered by the restatement.

- **Other practices:** In recent years, the Company eliminated gross-ups on perquisites and added double-trigger vesting requirements to “change in control” provisions in severance agreements and equity grants. Double-trigger vesting requires a qualifying termination of employment within a specific period of time after a change in control before severance is paid or equity awards vest in connection with the change in control.

  We also eliminated excise tax gross-ups for new participants in our executive compensation program and discontinued the use of Excess Benefit Agreements under the Supplemental Pension Plan of the Company for new entrants. In 2015, we discontinued excise tax gross-ups in NEO severance agreements. All of our NEOs now have severance agreements without excise tax gross-ups.

Consideration of 2016 Say-on-Pay Vote

In evaluating the design of our executive compensation programs and the specific compensation decisions for each of our NEOs, the Compensation Committee considers shareholder input, including the advisory “say-on-pay” vote at our annual meeting, in addition to other factors. In 2016, over 95.9% of the votes cast approved the compensation for our NEOs described in our Proxy Statement for the 2016 Annual Meeting of Shareholders. Due to the strong level of shareholder support and the absence of specific shareholder concerns, the Compensation Committee determined that no substantive changes to our compensation programs were warranted.

Benchmarking Our 2016 Executive Compensation Program

The Company establishes target compensation levels that are consistent with market practice and internal equity considerations relative to base salaries, annual incentive awards and long-term incentive grants, as well as with the Compensation Committee's assessment of the appropriate pay element mix for the position.

In order to gauge the competitiveness of its compensation programs, the Company reviewed compensation practices and pay opportunities from general industry survey data, as well as from a selection of publicly-traded peer companies. The Company attempts to position itself to attract and retain qualified senior executives in the face of competitive pressures in its relevant labor markets.

Specifically in 2016, the Company used information regarding the pay practices of general industry companies in the Willis Towers Watson Executive Compensation Database, regressed to the Company's revenue size. The Company believes that revenue and operational footprint are appropriate indicators of the size and complexity of an organization, which should be reflected in determining compensation levels. The compensation data subjected to this analysis, and not the identity of the individual companies participating in the surveys for this database, was a significant factor considered by the Compensation Committee with respect to its 2016 executive compensation decisions for our NEOs.

Beginning in 2016, the Company also used a compensation peer group as an additional reference point when determining executive compensation. This peer group consisted of a select group of similarly-sized companies that our Compensation Committee believes are representative of the talent market in which we compete and consisted of the following companies for 2016.

Allison Transmission Holdings, Inc.	Kennametal Inc.
American Axle & Manufacturing Holdings, Inc.	Lincoln Electric Holdings, Inc.*
Colfax Corporation	Meritor, Inc.
Crane Co.	Nordson Corporation
Donaldson Company, Inc.	Regal Beloit Corporation
Flowserve Corporation	Rexnord Corporation
IDEX Corporation	Trinity Industries, Inc.
ITT Inc.	Triumph Group, Inc.
Joy Global Inc.*	Westinghouse Air Brake Technologies Corporation

While the Compensation Committee considered peer group data in determining the competitiveness of executive compensation, it is only one factor taken into consideration when determining the total compensation for our NEOs. The Compensation Committee also considered the other factors listed in "Factors Guiding Our Decisions" on page 20.

** For fiscal 2017, we removed Lincoln Electric and Joy Global from our compensation peer group and replaced them with Carlisle Companies Incorporated and Dana Incorporated. Joy Global was removed due to the announcement that it was expected to be acquired and Lincoln Electric was removed because Mr. Mapes, a member of our Compensation Committee, is the Chairman, President and Chief Executive Officer of Lincoln Electric.*

Determining Compensation for 2016

Role of the Compensation Committee

Each year, the Compensation Committee determines the appropriate level of compensation for our NEOs. As part of this process, the Compensation Committee reviews all of the components of compensation for the NEOs and determines if each individual's total compensation is reasonable and consistent with the Company's compensation philosophy. The Compensation Committee reviews each component of compensation individually, references the median (50th) percentile of the competitive market data for total direct compensation and after consideration of additional factors (the executive's responsibilities, experience level, tenure and performance in the position) may make adjustments to any element of an executive's compensation in establishing such executive's total direct compensation.

The Compensation Committee then approves, with any modifications it deems appropriate, base salary ranges, target annual incentive award opportunities and long-term incentive grants for the Company's NEOs. The amount of past compensation realized or potentially realizable has not directly impacted the level at which current and long-term pay opportunities have been set, though the Compensation Committee may consider this information in its deliberations.

In the course of this analysis and development of proposed total compensation packages, Willis Towers Watson, the Compensation Committee's external compensation consultant, reviews the relevant information and discusses its findings with the Compensation Committee.

Role of the CEO and Management

The CEO, in consultation with executive compensation leadership and Willis Towers Watson, prepares compensation recommendations for the NEOs (other than the CEO) and presents these recommendations to the Compensation Committee. These recommendations are based on the CEO's personal review of each NEO's performance, job responsibilities and importance to our overall business strategy, as well as our compensation philosophy. Although these recommendations are given significant weight, the Compensation Committee retains full discretion when determining compensation for NEOs.

As part of this process, each element of compensation provided to the NEOs is compared to general market data and peer group data and the total compensation package is considered in relation to the target established for the position, taking into account the scope of responsibilities for the particular position. Total direct compensation (base salary, annual incentives and long-term incentive grants) is also evaluated in relation to the total compensation of comparable positions derived from the general market data, peer group data, as well as internal equity considerations.

The compensation package for the CEO is determined by the Compensation Committee and approved by the independent members of the Board during executive session.

Role of the Compensation Consultant

To add rigor in the review process and to inform the Compensation Committee of market trends, the Compensation Committee engages the services of Willis Towers Watson, an independent executive compensation consultant, to analyze our executive compensation structure and plan designs, and to assess whether the compensation program is competitive and supports the Compensation Committee's goal to align the interests of executive officers with those of shareholders. Willis Towers Watson also provides the Compensation Committee with market data, which the Compensation Committee references when determining compensation for executive officers.

In 2016, Willis Towers Watson's primary areas of assistance were:

- Gathering information related to current trends and practices in executive compensation in response to questions raised by the Compensation Committee and management;

- Reviewing information developed by management for the Compensation Committee and providing its input on such information to the Compensation Committee;
- Attending and participating in meetings with the Compensation Committee, as well as briefings with the committee chairperson and management prior to meetings; and
- Reviewing with management and the Compensation Committee materials to be used in the Company's Proxy Statement.

The Compensation Committee has authorized Willis Towers Watson to interact with the Company's management, as needed, on behalf of the Compensation Committee.

The Compensation Committee has the sole authority to approve the independent compensation consultant's fees and terms of the engagement. Thus, the Compensation Committee annually reviews its relationship with, and assesses the independence of, Willis Towers Watson to ensure executive compensation consulting independence. The process includes a review of the services Willis Towers Watson provides, the quality of those services, and fees associated with the services during the fiscal year. During fiscal year 2016, Willis Towers Watson received $200,000 for the executive compensation consulting services it provided to the Compensation Committee. Other professional consulting services provided by Willis Towers Watson to our Company totaled approximately $2.3 million for actuarial, pension administration and other services to us and our benefit plans (including health benefits, broad-based compensation, human capital and international consulting). Of the $2.3 million in fees incurred in 2016 for other professional consulting services, approximately $0.6 million related to one-time costs incurred in connection with the purchase of a group annuity contract for the payment and administration of future pension benefits for certain retirees and for administration related to a lump sum pension benefit offering, and approximately $1.5 million related to retirement consulting and outsourcing pension administrative services. The Compensation Committee has also considered and assessed all relevant factors that could give rise to a potential conflict of interest with respect to the work performed by Willis Towers Watson. Based on this review, the Compensation Committee did not identify any conflict of interest raised by the work performed by Willis Towers Watson.

Elements of the Executive Compensation Program

Key Elements of Our 2016 Total Rewards Program

	Link to Program Objectives	Type of Compensation	Key Features
Base Salary	A standard compensation element in executive compensation packages, offering market competitive fixed compensation to attract and retain talent.	Cash	Provides a stable source of income.
Annual Incentive	A cash-based award that encourages executives to focus on specific corporate performance goals.	Cash	Target incentive opportunity is set as a percentage of base salary and is granted only if threshold performance levels are met.

Long-Term Incentive: Nonqualified Stock Options	Helps ensure that executive pay is directly linked to the achievement of the Company's long-term objectives and promotes retention.	Long-Term Equity	Four-year vesting and ten-year exercise period; NEOs holding nonqualified stock options will receive greater value if the stock price rises.
Long-Term Incentive: Performance-Based Restricted Stock Units	Links compensation of executives to the building of long-term shareholder value, balances short-term operating focus, and aligns the long-term financial interests of executive management with those of our shareholders.	Long-Term Equity	Designed to reward executives for attainment of specified long-term corporate performance goals; value is linked to stock price.
Long-Term Incentive: Time-Based Restricted Stock Units	Rewards long-term shareholder value creation, enhances executive stock ownership and promotes retention.	Long-Term Equity	Four-year time vesting; value is linked to stock price.
Retirement Benefits	An element of a total rewards program that helps attract and retain executive talent.	Benefit	NEOs receive retirement benefits through several plans: ● Qualified and nonqualified defined contribution plans; ● Qualified and nonqualified defined benefit plans; and ● Deferred compensation plan.
Other Benefits	Keeps program competitive and provides protection for executives, where warranted.	Benefit	Perquisites are limited in amount and use.
Severance and Change in Control Agreements	Helps ensure NEOs remain focused on creating sustainable performance.	Benefit	Agreements protect the Company and the NEOs from risks by providing: ● Economic stability; ● Death or disability payments; and ● Payments and benefits in the event of a change in control.

Analysis of 2016 Compensation

Base Salary

Base salaries for the NEOs are intended to reflect the scope of their responsibilities, the length of their experience performing those responsibilities and their performance. The Compensation Committee initially determines base salary ranges for executive

Establishing Base Salaries

When establishing base salaries for NEOs, the Compensation Committee considers general industry data for comparable roles and peer group data as a guideline.

officers based on external general market and peer group data for salary practices for positions with similar levels of responsibility. The Compensation Committee also reviews base salaries for the NEOs annually in light of each officer's experience, leadership, current salary and position in the salary range.

2016 Base Salary Decisions

- *CEO*: Mr. Kyle did not receive a base salary increase in 2016. His last base salary increase was in May of 2014 to reflect his appointment as President and CEO.
- *Other NEOs*: Mr. Myers was named Vice President, Human Resources in June 2016. In connection with his new role, he received a base salary increase of 7% in June 2016. None of the other NEOs received a base salary increase in 2016.

Annual Incentive

The Company's annual incentive provides the NEOs with the opportunity to earn rewards based on the achievement of corporate performance goals established by the Compensation Committee and approved by the Board. It is intended to focus the NEOs on specific performance goals in the current year. For all NEOs except Mr. Myers, the 2016 annual incentive was delivered through the Senior Executive Management Performance Plan (the "SEMPP"). Mr. Myers' 2016 annual incentive was delivered through the broad-based annual incentive plan described below. Beginning in 2017, Mr. Myers' annual incentive is expected to be delivered through the SEMPP.

Linking Compensation to Performance

The Compensation Committee established adjusted EBIT as the primary performance measure because it believes this measure is closely correlated with the creation of shareholder value.

Our SEMPP permits us to grant awards that may comply with Section 162(m) of the Internal Revenue Code of 1986, as amended (the "Code"). In order for amounts earned under this plan to qualify as "performance-based," the Compensation Committee can exercise discretion only to reduce an award. As a result, performance at target levels results in the plan being funded above the level of the Company's other annual incentive plans. This provides the Compensation Committee with the flexibility to determine actual awards for the NEOs that are consistent with the awards made to other annual incentive plan participants, which has been the historical practice.

In 2016, the Company used adjusted EBIT (based on fully adjusted earnings used for external reporting, further adjusted to exclude post-closing operating results of acquisitions) and working capital as a percentage of sales as the performance measures for funding the SEMPP. Because actual performance for both measures was below target, the 2016 SEMPP was eligible to be funded at 81% of target. Mr. Kyle, as CEO, had a target award opportunity of 120% of base salary and the other NEOs had target award opportunities ranging from 51% to 75% of base salary in 2016. Mr. Myers' target award opportunity increased from 45% to 55% to reflect his appointment to Vice President, Human Resources on June 1, 2016.

Aligning Executive Annual Incentives with Broad-Based Annual Incentive Plan

Like other corporate Company employees, our NEOs have the opportunity to receive an annual incentive award for meeting or exceeding a series of individual and collective performance targets over the course of the year. While the SEMPP is the plan NEOs (other than Mr. Myers in 2016) participate in, the payouts from this plan take into account payouts associated with the Company's corporate annual incentive plan that covers other corporate employees generally. Annual incentive payouts are determined by the following factors:

- Corporate performance (measured by adjusted EBIT and working capital as a percentage of sales)
- Individual performance

Performance goals for the Company's broad-based annual incentive plan were set at the start of the year. In addition to the performance measures outlined by the SEMPP, performance against the broad-based annual incentive plan goals is a factor the Compensation Committee considers when determining an NEO's annual incentive payout. A summary of performance and calculated payouts for 2016 annual incentives are shown in the section below.

2016 Annual Performance Award Decisions

The SEMPP is used to maintain the tax deductibility of annual incentive awards. Under the SEMPP, actual performance under the two financial metrics must reach the respective minimum threshold for that portion of the SEMPP plan to be funded.

The Compensation Committee determined the actual annual incentive award paid to each NEO should be aligned with the calculated award, as a percentage of target opportunity, under the Company's corporate annual incentive plan for other management-level employees (detailed in the charts below). As a result, the Compensation Committee exercised negative discretion as needed to reduce the NEOs' awards to be in line with the broad-based plan. Performance targets and actual performance levels for the 2016 SEMPP and broad-based annual incentive plan are shown below:

SEMPP

	Threshold	Target	Maximum	Actual
Adjusted EBIT (80% weighting)	$230M	$336M	$437M	$255M (101% funding)
Working Capital as a % of Sales (20% weighting)	29.9%	28.4%	26.0%	30.2% (0% funding)
	↑	↑	↑	↑
Plan Funding	**80%**	**170%**	**260%**	**81% funding**

Broad-Based Annual Incentive Plan

	Threshold	Target	Maximum	Actual
Adjusted EBIT* (80% weighting)	$235M	$336M	$437M	$255M (60% payout)
Working Capital as a % of Sales (20% weighting)	29.9%	28.4%	26.0%	30.2% (0% payout)
	↑	↑	↑	↑
Plan Payout	**50%**	**100%**	**200%**	**48% payout**

*Adjusted EBIT less than $230M will result in zero payout for the plan.

The calculated award for the 2016 broad-based annual incentive plan was 48% for corporate participants. Accordingly, the 2016 cash award payout equaled 48% of the target opportunity for Mr. Kyle and the other NEOs, reflecting the Compensation Committee's use of negative discretion to reduce payouts from the SEMPP to be in line with the broad-based plan.

Long-Term Incentives

The Compensation Committee administers the Long-Term Incentive Plan, which was approved by our shareholders. Awards under the Long-Term Incentive Plan can be made in the form of common shares, nonqualified stock options, incentive stock options, appreciation rights, performance shares, performance units, restricted shares, restricted stock units, deferred shares and dividend equivalents. In 2016, the Company granted:

- **Nonqualified stock options** that vest 25% per year over four years with a ten-year exercise period and are intended to provide value to the holder only to the extent that the stock price rises above the market price of the stock at the time the option is granted;
- **Performance-based restricted stock units** that align executives' long-term financial interests with those of our shareholders and link compensation to building long-term shareholder value; and
- **Time-based restricted stock units** that vest 25% per year over four years and provide strong alignment between the interests of Company executives and shareholders.

The value of each type of long-term incentive grant is linked directly to the performance of the Company or price of its common shares. In the case of stock options, the recipient recognizes value only to the extent that the stock price rises above the market price of the stock at the time the option is granted. For performance-based restricted stock units, the value of the grant is tied to both the Company's stock price and the achievement of challenging financial objectives, and the value of time-based restricted stock units is directly linked to the stock price.

In each case described above, an executive must generally remain employed by the Company for a specified period of time to earn the full value of an award, which aids the Company in retaining executives. In total, the Company believes that these grants provide a balanced focus on shareholder value creation and retention of key managers over the course of a full business cycle. These grants also serve to balance the short-term operating focus of the Company and align the long-term financial interests of executive management with those of our shareholders.

The size of the long-term incentive grants and the allocation of grant value among the long-term incentive grant types is based on a combination of market practice, internal equity considerations and the relative importance of the objectives behind each of the grants.

2016 Long-Term Incentive Decisions

For the grants made in 2016, the target value to be delivered in nonqualified stock options, performance-based restricted stock units and time-based restricted stock units was 400% of the base salary midpoint for Mr. Kyle, and between 95% and 215% of the base salary midpoint for the other NEOs. The allocation percentage between the three types of equity for all NEOs was 30% nonqualified stock options, 50% performance-based restricted stock units and 20% time-based restricted stock units.

Driving Shareholder Return

Long-term incentive grants are intended to balance the short-term operating focus of the Company and align the long-term financial interests of executive management with those of our shareholders.

The target value for each grant is converted to a number of shares or options based on a calculated average stock price over a defined period prior to the grant. The Compensation Committee used the average price over the five trading days immediately preceding the grant date in determining the number of shares or options granted in 2016.

The Compensation Committee typically makes long-term incentive grants at the first regularly scheduled meeting of each year when the Compensation Committee determines all elements of the NEOs' compensation for the year. Board and Compensation Committee meetings are generally scheduled at least a year in advance.

Stock Options

In 2016, our key employees (including the NEOs) received nonqualified stock options that:

- Have an exercise price equal to the opening price of the stock on the date of grant;
- Will vest over a four-year period in equal amounts each year; and
- Will expire ten years after the date of grant.

The Compensation Committee believes that these awards help the Company retain executives and focus attention on longer-term performance. Stock options are an effective motivational tool because they only have value to the extent the stock price on the date of exercise exceeds the exercise price on the grant date. They are only an effective element of compensation and retention, however, if the stock price grows over the term of the award. For information about the specific number of stock options awarded in 2016 to each NEO, see the 2016 Grants of Plan-Based Awards Table on page 38.

Under accounting rules, nonqualified stock options are expensed over the vesting period using the Black-Scholes value on the date of grant.

Performance-Based Restricted Stock Units

In an effort to further align the long-term interests of executive leadership with those of our shareholders, and to provide an incentive to achieve long-term financial objectives, the Compensation Committee granted performance-based restricted stock units that vest pending achievement of specified performance objectives. Performance-based restricted stock units also serve to both reward and retain executives, as the receipt of a payout is linked to performance and the value of the payout is linked to the share price when the shares vest. Cumulative dividend equivalents are paid in cash based on the actual number of shares delivered at the end of the performance cycle.

2016-2018 Performance-Based RSU Cycle

The performance objectives for performance-based restricted stock units granted in 2016 were three-year cumulative adjusted EPS (calibrated to reflect an appropriate level of growth) and ROIC for a three-year performance period (2016-2018). The Compensation Committee selected these metrics because it believes they are key components of shareholder value creation and highly correlated to achievement of the Company's business strategy. Actual performance is calculated based on fully adjusted earnings as used for external reporting (net of taxes), with adjustments to exclude the effect of changes in tax law, accounting principles or methods, or other laws that are not reflected in the annual plan. At the time the specific performance targets for each metric were established, the Compensation Committee believed that the targets for the performance-based restricted stock units granted in 2016 were very challenging, but achievable. The Company's performance targets for the performance-based restricted stock units granted in 2016 are shown in the following table:

2016-2018 Performance-Based RSU Cycle: Metrics and Weightings

	Threshold	**Target**	**Maximum**
Three-Year Cumulative Adjusted EPS (80% weighting)	$5.43	$7.75	$10.08
ROIC* (20% weighting)	9%	11%	14%
	↑	↑	↑
Plan Funding	50%	100%	200%

*ROIC less than 6% will result in zero payout for the cycle.

Under accounting rules, performance-based restricted stock units are expensed over the vesting period using the fair value on the date of grant and adjusted quarterly to account for anticipated performance.

Time-Based Restricted Stock Units

Time-based restricted stock units awarded in 2016 vest 25 percent each year over a four-year period. Cumulative dividend equivalents are paid in cash upon vesting. For information about the specific number of time-based restricted stock units awarded in 2016 to each NEO, see the 2016 Grants of Plan-Based Awards Table.

In 2014, the Compensation Committee awarded time-based restricted stock units that cliff-vested in February 2017. The Compensation Committee determined it would be unable to set meaningful multi-year performance targets for the 2014-2016 performance cycle due to the Spinoff, and believed that time-based restricted stock units would provide strong incentive for employees to remain committed to the Company during the implementation of the Spinoff. Cumulative dividend equivalents were paid in cash upon vesting.

Under accounting rules, time-based restricted stock units are expensed over the vesting period using the fair value on the date of grant.

Retirement Programs

The Company's retirement programs are an important retention tool. The Company maintains both qualified and nonqualified retirement programs. The NEOs participate in qualified plans on the same terms and conditions as other eligible salaried employees and also participate in the Company's nonqualified retirement programs. The Company currently provides non-qualified retirement income through two types of plans:

> The Company's retirement programs support an important part of our executive compensation program objectives: retention.

- Nonqualified defined contribution plans provide for after-tax savings based on Company matching contributions and core defined contributions in excess of tax limits. The nonqualified defined contribution plan in which the NEOs participate is the Post-Tax Savings Plan. This plan is primarily intended to restore benefits that would be provided under the qualified retirement plans were it not for limits on benefits and compensation imposed by the Code. This program is open to eligible Company employees affected by the limitations imposed by the Code.

- Nonqualified defined benefit plans provide for a targeted percentage of salary and annual incentive income that will continue through retirement. The NEOs participate in a nonqualified defined benefit plan called the Supplemental Pension Plan of the Company. There are two components to this plan:

  (1) A restoration portion, which is intended to restore benefits that would be provided under the qualified defined benefit plans were it not for limits on benefits and compensation imposed by the Code. This program is open to eligible Company employees (including the NEOs) participating in our U.S. broad-based defined benefit plan who are affected by the limitations imposed by the Code.

  (2) Individual Employee Excess Benefits Agreements for executive officers, which provide for a benefit based on final average earnings with offsets for benefits provided under the Company's other retirement programs. Each of the NEOs except Mr. Myers has an Employee Excess Benefits Agreement. To align with market trends, in 2014 the Company made a decision to limit future participation in the Employee Excess Benefits program to those who were already participants.

Although the policies and procedures underlying the Company's retirement programs are the same for all participants, the age and length of service (including service as an officer of the Company) of each

participant can have a significant effect on their benefit calculation because the programs have changed over time. In addition, because benefits under the Company's retirement programs are based on base salary and cash annual incentive compensation for the five highest non-consecutive years (out of the final ten years), pension values can increase significantly as salary and cash annual incentive compensation increases. Annual pension values in the 2016 Summary Compensation Table are also influenced by external factors such as interest rates. See "*Pension Benefits*" on page 41.

The value of the nonqualified retirement programs is quantified each year and these programs are periodically reviewed for their competitiveness. To date, the value of these programs has not had a significant impact on decisions regarding salary, annual incentive awards or long-term incentive grants.

Deferred Compensation

The Company maintains a 1996 Deferred Compensation Plan, as amended and restated effective January 1, 2015 (the "Deferred Compensation Plan") that allows certain employees, including the NEOs, to defer the receipt on a pre-tax basis of a portion of their salary, employee or Company 401(k) or core defined contributions in excess of tax limits and/or incentive compensation payable in cash or common shares (other than restricted shares or options) until a specified point in the future. Cash deferrals earn interest quarterly at a rate based on the prime rate plus one percent. None of the NEOs earned "above-market" interest, as defined by the SEC.

The Deferred Compensation Plan is not funded by the Company, and participants have an unsecured contractual commitment by the Company to pay the amounts due under the plan. When such payments are due, they will be distributed from the Company's general assets. In the event of a change in control of the Company, as defined in the plan, participants are entitled to receive deferred amounts immediately. The Compensation Committee believes that providing employees with tax deferral opportunities aids in the attraction and retention of such employees.

The value of deferred compensation amounts is quantified each year and this program is periodically reviewed for its competitiveness. To date, the value of deferred compensation has not had a significant impact on decisions regarding salary, annual incentive awards or long-term incentive grants for our NEOs.

Other Benefits

The Company's executive officers, including all of the NEOs, are eligible to participate in a number of broad-based benefit programs, including health, disability and life insurance programs.

The NEOs may also receive certain perquisites including term life insurance coverage (although this program is closed to new entrants), financial counseling and tax preparation assistance and access to corporate country club memberships (although personal expenses are not reimbursed).

The Company does not provide tax gross-ups for these benefits to executives. These benefits are intended to provide executives with a competitive perquisite program that is reasonable and consistent with the Company's overall approach to executive compensation. The total cost of these benefits is a small percentage of each NEO's total compensation.

Severance Agreements

In addition to retirement payments, the Company provides termination-related payments in the event of involuntary termination without cause and involuntary termination without cause following a change in control through severance agreements with individual executives. Severance agreements are provided based on competitive market practice and the Company's desire to ensure some level of income continuity should an executive's employment

The Company believes that providing for income continuity results in greater management stability and lower unwanted management turnover.

be terminated without cause. The Company believes that providing for such income continuity results in greater management stability and lower unwanted management turnover.

The level of severance benefits reflects the Company's perception of competitive market practice for the NEOs' positions, based on an assessment by Willis Towers Watson. Severance pay was established as a multiple of base salary and actual annual incentive compensation. The amounts of potential payouts are indicated in the Termination Scenarios Table.

To align with market trends and governance best practice all of the executive officers of the Company have entered into severance agreements which do not contain an excise tax gross-up provision.

Stock Ownership Guidelines

Stock ownership guidelines have been established for all senior executives and are intended to align the interests of executive management with those of our shareholders. These guidelines establish a specific ownership target for each of the NEOs.

For 2016, the Company considered all shares owned by the executive, including deferred shares, restricted shares and restricted stock units (stock settled) still subject to forfeiture, but not shares that are subject to unexercised options, in determining whether the executive has met his individual ownership target. As of December 31, 2016, all NEOs exceeded their individual ownership target.

To better align with common market practice, as of January 1, 2017 the share ownership requirement was revised to a multiple of base salary and performance-based shares/units no longer count towards ownership until they are vested. NEOs must meet this requirement within five years of becoming an NEO.

	2016 Requirement - Fixed Shares	**2017 Requirement - Multiple of Base Salary**
Mr. Kyle	100,000 shares	5x
Mr. Fracassa	35,000 shares	3x
Mr. Coughlin	35,000 shares	3x
Mr. Burkhart	25,000 shares	3x
Mr. Myers	13,500 shares	2x

Anti-Hedging/Pledging Policies

The Company has a formal policy that prohibits pledging Company stock or hedging the economic risk related to such stock ownership.

Clawback Provisions

The Company maintains specific provisions regarding the recovery of awards to deter certain types of conduct, including conduct that could affect the accuracy of the Company's financial statements. These provisions apply to both short- and long-term incentive programs where, if personal misconduct or any fraudulent activity on the part of the executive leads to the restatement of Company financial results, the Company can clawback an award. In such cases, the Compensation Committee has discretion, based on applicable facts and circumstances, to cause the Company to recover all or any portion of the incentive paid or payable to the executive for some or all of the years covered by the restatement.

Tax Accounting Rules and Regulations

The Company analyzes the overall expense arising from aggregate executive compensation, as well as the accounting and tax treatment of such programs. Section 162(m) of the Code generally disallows a federal income tax deduction to publicly traded companies for compensation paid to certain executives to the extent such compensation exceeds $1 million per executive in any fiscal year. Compensation that satisfies the Code's requirements for performance-based compensation is not subject to that deduction limitation. The Company has addressed the impact of Section 162(m) of the Code by obtaining shareholder approval of the SEMPP and the Long-Term Incentive Plan. In addition, it may structure certain grants under the Long-Term Incentive Plan as performance-based compensation.

The Compensation Committee considers the deductibility of compensation and benefits for federal income tax purposes, along with other relevant factors, when determining executive compensation practices. While the Compensation Committee may take action from time to time to design certain elements of the NEOs' compensation to meet the requirements for qualified performance-based compensation and limit the impact of Section 162(m) of the Code, the Compensation Committee also believes that tax deductibility is only one of several relevant considerations in setting compensation. The Compensation Committee believes that the tax deduction limitation should not compromise its ability to design and maintain executive compensation arrangements that will attract, motivate and help retain executive talent. Accordingly, achieving the desired flexibility in the design and delivery of compensation may result in compensation that in certain cases is not deductible for federal income tax purposes.

EXECUTIVE COMPENSATION

2016 SUMMARY COMPENSATION TABLE

The following table sets forth information concerning compensation for our named executive officers for 2016:

Name and Principal Position[1]	Year	Salary	Stock Awards [2]	Option Awards [3]	Non-Equity Incentive Plan Compensation [4]	Change in Pension Value and Nonqualified Deferred Compensation Earnings [5]	All Other Compensation [6]	Total
Richard G. Kyle President & CEO	2016 2015 2014	$900,000 $900,000 $850,000	$2,784,713 $2,994,254 $2,487,278	$1,192,862 $1,295,954 $2,677,778	$518,400 $453,600 $1,007,559	$1,123,000 $837,000 $1,062,000	$125,768 $162,962 $80,394	$6,644,743 $6,643,770 $8,165,009
Philip D. Fracassa Executive Vice President and Chief Financial Officer	2016 2015 2014	$500,000 $490,000 $417,067	$615,356 $661,327 $667,982	$263,494 $286,207 $482,599	$180,000 $152,810 $273,737	$407,000 $299,000 $703,000	$69,822 $69,107 $48,645	$2,035,672 $1,958,451 $2,593,030
Christopher A. Coughlin Executive Vice President, Group President	2016 2015 2014	$515,041 $515,041 $512,541	$871,350 $936,096 $1,137,963	$373,013 $405,241 $893,424	$185,415 $162,238 $383,454	$515,000 $84,000 $1,349,000	$41,218 $47,585 $41,745	$2,501,037 $2,150,201 $4,318,127
William R. Burkhart Executive Vice President, General Counsel and Secretary	2016 2015 2014	$455,100 $455,100 $455,100	$398,213 $428,348 $971,636	$170,363 $185,261 $407,997	$152,914 $133,799 $318,062	$348,000 $0 $834,000	$59,218 $75,919 $73,730	$1,583,808 $1,278,427 $3,060,525
Ronald J. Myers Vice President, Human Resources	2016	$291,996	$176,213	$74,960	$71,476	$150,000	$20,669	$785,314

(1) Mr. Kyle became CEO in 2014 and previously served as chief operating officer. Mr. Fracassa became Chief Financial Officer in 2014 and previously served as senior vice president for corporate planning and development.

(2) The amounts shown in this column for 2016 include the grant date fair market value of time-based restricted stock units granted in 2016. See the description of time-based restricted stock units on page 33. Additionally, this column includes the grant date fair market value of the performance-based restricted stock units for the 2016-2018 performance cycle at target. See the description of the performance-based restricted stock units on page 32. Should performance equal or exceed the maximum goals for these performance-based restricted stock units, the grant date fair market value for such awards would be: Mr. Kyle - $3,997,963; Mr. Fracassa - $878,288; Mr. Coughlin - $1,244,588; Mr. Burkhart - $568,875; and Mr. Myers - $251,138.

For 2014, the amount reported includes the regular annual long-term incentive grant plus the value of the half-cycle strategic performance share grant made in August 2014 in replacement of the portion of the 2013-2015 grant that was cancelled.

The amounts shown in this column are computed in accordance with FASB ASC Topic 718.

(3) The amounts shown in this column for 2016 represent the grant date fair value of nonqualified stock options granted in 2016 (calculated in accordance with FASB ASC Topic 718) using the Black-Scholes model. All stock options vest at a rate of 25% per year. Assumptions used to determine the value of these nonqualified stock options are listed in the discussion of Stock Compensation Plans in Note 13 of the Company's Consolidated Financial Statements contained in the Company's Annual Report on Form 10-K for the year ended December 31, 2016.

(4) The amounts shown in this column for 2016 represent cash awards under the annual incentive plan for 2016 performance.

(5) The amounts shown in this column for 2016 represent the difference between the accumulated benefit amounts shown in the 2016 Pension Benefits Table as of December 31, 2016 and those amounts calculated as of December 31, 2015. See the discussion of Pension Benefits on page 41 for a description of how the amounts as of December 31, 2016 were calculated. The amounts as of December 31, 2015 were calculated in the same manner as the December 31, 2016 amounts, except that a discount rate of 4.7% was used (compared to a discount rate of 4.34% for the 2016 amounts). For 2016, liabilities were determined assuming no probability of termination, retirement, death, or disability before age 62 (the earliest age unreduced pension benefits are payable from the plans). A measurement date of December 31, 2016 was used for all NEOs.

(6) The amounts shown in this column for 2016 are broken down in detail in the following table:

Name	Annual Company Contribution to SIP Plan and Core DC Program (a)	Annual Company Contribution to Post-Tax Savings Plan (b)	Executive Physicals	Financial Planning Reimbursement	Personal Use of Company Country Club Memberships (c)	Spousal Travel (d)	Tax Gross-Ups (e)	Cash Dividend Equivalents (f)	Life Insurance (g)
Richard G. Kyle	$21,200	$87,088	$201	$915	$3,770	$4,976	$0	$5,272	$2,346
Philip D. Fracassa	$21,200	$31,025	$2,678	$5,000	$0	$7,942	$0	$1,165	$812
Christopher A. Coughlin	$11,925	$18,553	$1,622	$0	$2,143	$2,922	$0	$1,648	$2,405
William R. Burkhart	$22,525	$27,531	$1,255	$4,600	$0	$0	$0	$753	$2,554
Ronald J. Myers	$11,925	$3,593	$2,339	$1,285	$0	$0	$0	$335	$1,192

(a) "SIP Plan" refers to the Savings and Investment Pension Plan, which is the Company's qualified defined contribution plan for salaried employees. "Core DC Program" refers to the core defined contribution program for all salaried employees hired on or after January 1, 2004, as well as for salaried employees whose age plus years of service with the Company

equaled less than 50 as of December 31, 2003. Messrs. Kyle, Fracassa and Burkhart participated in the Core DC Program during 2016.

(b) The "Post-Tax Savings Plan" is the Company's non-tax qualified restoration plan for salaried employees whose contributions and benefits in qualified retirement plans are limited by Section 415 of the Code.

(c) The amounts shown for personal use of country club memberships reflect pro-rated amounts of Company-paid annual membership dues in 2016 that were used for personal use by the NEOs. There are no incremental costs to the Company for personal use, as all such costs are borne by the NEO.

(d) The amounts shown for spousal travel include actual and estimated incremental travel expenses when accompanying the NEO on business travel.

(e) The Company does not provide tax gross-ups for benefits to executives.

(f) Cumulative dividend equivalents paid in cash upon vesting for time-based restricted stock units.

(g) The amounts shown represent imputed income for the cost of pre-tax term life insurance (which is provided by the Company for all associates equal to one times their annual salary) for the portion that exceeds the IRS pre-tax limit of $50,000. In addition, this column includes a life insurance premium which is paid by the Company in connection with a death benefit agreement for Mr. Burkhart ($1,434).

2016 GRANTS OF PLAN-BASED AWARDS

The following table sets forth information concerning certain grants made to our named executive officers during 2016:

Name	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards			Estimated Future Payouts Under Equity Incentive Plan Awards: Number of Shares of Stock or Units			All Other Stock Awards: Number of Shares of Stock or Units	All Other Option Awards: Number of Securities Underlying Options	Exercise or Base Price of Option Awards ($/share)	Closing Price on Date of Grant	Grant Date Fair Value of Stock and Option Awards (5)
		Threshold	Target	Maximum	Threshold	Target	Maximum					
Richard G. Kyle	02/11/2016 RSUs (1)							28,675				$ 795,731
	02/11/2016 SEMPP (2)	$ 864,000	$ 1,836,000	$ 2,808,000								
	02/11/2016 NQSOs (3)								183,800	$ 27.75	$ 28.10	$ 1,192,862
	02/11/2016 Perf RSUs (4)				7,168	71,675	143,350					$ 1,988,981
Philip D. Fracassa	02/11/2016 RSUs (1)							6,350				$ 176,213
	02/11/2016 SEMPP (2)	$ 300,000	$ 637,500	$ 975,000								
	02/11/2016 NQSOs (3)								40,600	$ 27.75	$ 28.10	$ 263,494
	02/11/2016 Perf RSUs (4)				1,583	15,825	31,650					$ 439,144
Christopher A. Coughlin	02/11/2016 RSUs (1)							8,975				$ 249,056
	02/11/2016 SEMPP (2)	$ 309,025	$ 656,677	$ 1,004,330								
	02/11/2016 NQSOs (3)								57,475	$ 27.75	$ 28.10	$ 373,013
	02/11/2016 Perf RSUs (4)				2,243	22,425	44,850					$ 622,294
William R. Burkhart	02/11/2016 RSUs (1)							4,100				$ 113,775
	02/11/2016 SEMPP (2)	$ 254,856	$ 541,569	$ 828,282								
	02/11/2016 NQSOs (3)								26,250	$ 27.75	$ 28.10	$ 170,363
	02/11/2016 Perf RSUs (4)				1,025	10,250	20,500					$ 284,438
Ronald J. Myers	02/11/2016 RSUs (1)							1,825				$ 50,644
	02/11/2016 APA (2)	$ 14,891	$ 148,909	$ 297,818								
	02/11/2016 NQSOs (3)								11,550	$ 27.75	$ 28.10	$ 74,960
	02/11/2016 Perf RSUs (4)				453	4,525	9,050					$ 125,569

(1) The "RSUs" amounts shown reflect the time-based restricted stock units granted to each NEO in 2016 under the Long-Term Incentive Plan. See the description of time-based restricted stock units on page 33.

(2) The “SEMPP” amounts shown indicate possible funding levels at threshold, target and maximum performance levels under the SEMPP for 2016. The SEMPP is a shareholder-approved plan in which all the NEOs participated in 2016, except for Mr. Myers who participated in the Company’s broad-based annual incentive plan for 2016 (shown as “APA” above”). The Compensation Committee exercised negative discretion to reduce the NEOs’ awards to be in line with the broad-based annual incentive plan. Target payout amounts for each of the NEOs under the broad-based annual incentive plan calculation were as follows: Mr. Kyle - $1,080,000; Mr. Fracassa - $375,000; Mr. Coughlin - $386,281; Mr. Burkhart - $318,570; and Mr. Myers - $148,909. See the “*Annual Incentive*” section on page 29 for additional details.

(3) The “NQSOs” amounts shown reflect nonqualified stock options granted in 2016. All options granted to the NEOs during 2016 were granted on February 11, 2016. All options were granted pursuant to the Long-Term Incentive Plan with an exercise price equal to the opening price on the date of grant, have a ten-year term and will generally become exercisable over four years in 25% increments on the anniversary of the date of grant.

(4) The “Perf RSUs” amounts shown indicate aggregate threshold, target and maximum award opportunities for the performance-based restricted stock units covering the 2016-2018 cycle granted to each NEO in 2016 under the Long-Term Incentive Plan. Threshold is reflected as the minimum payout if the EPS metric payout is zero and the ROIC metric pays at threshold. See the description of the performance-based restricted stock units on page 32.

(5) The amounts shown reflect the grant date fair market value of time-based restricted stock units, nonqualified options and performance-based restricted stock units granted in 2016, calculated in accordance with FASB ASC Topic 718. The fair market value of time-based restricted stock units and performance-based restricted stock units is the opening price of our common shares on the date of grant multiplied by the number of shares granted. The fair market value of options is determined by using the Black-Scholes model.

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OUTSTANDING EQUITY AWARDS AT 2016 YEAR-END

The following table sets forth information concerning unexercised Company options and stock awards that have not vested for each of our named executive officers as of December 31, 2016:

	Option Awards [1]					Stock Awards				
Name	Grant Date	Number of Securities Underlying Unexercised Options Exercisable	Number of Securities Underlying Unexercised Options Unexercisable	Option Exercise Price ($/share)	Option Expiration Date	Grant Date	Number of Shares or Units of Stock That Have Not Vested	Market Value of Shares or Units of Stock That Have Not Vested	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested
Richard G. Kyle	02/08/2010	4,275	0	$16.34	02/08/2020	08/06/2012 [2]	25,000	$992,500		
	02/08/2011	27,600	0	$35.97	02/08/2021	02/13/2014 [3]	29,400	$1,167,180		
	02/09/2012	26,200	0	$37.31	02/09/2022	02/12/2015 [4]	15,357	$609,673		
	02/07/2013	23,100	7,700	$40.56	02/07/2023	02/12/2015 [5]			51,175	$2,031,648
	02/13/2014	54,400	54,400	$41.15	02/13/2024	02/11/2016 [4]	28,675	$1,138,398		
	02/12/2015	27,762	83,288	$41.79	02/12/2025	02/11/2016 [5]			71,675	$2,845,498
	02/11/2016	0	183,800	$27.75	02/11/2026					
Philip D. Fracassa	02/04/2008	5,000	0	$22.13	02/07/2018	08/06/2012 [2]	10,000	$397,000		
	02/08/2010	10,000	0	$16.34	02/08/2020	02/13/2014 [3]	7,900	$313,630		
	02/08/2011	5,600	0	$35.97	02/08/2021	02/12/2015 [4]	3,394	$134,742		
	02/09/2012	6,000	0	$37.31	02/09/2022	02/12/2015 [5]			11,300	$448,610
	02/07/2013	3,375	1,125	$40.56	02/07/2023	02/11/2016 [4]	6,350	$252,095		
	02/13/2014	9,700	9,700	$41.15	02/13/2024	02/11/2016 [5]			15,825	$628,253
	02/12/2015	6,131	18,394	$41.79	02/12/2025					
	02/11/2016	0	40,600	$27.75	02/11/2026					
Christopher A. Coughlin	02/08/2010	4,275	0	$16.34	02/08/2020	08/06/2012 [2]	25,000	$992,500		
	02/08/2011	27,600	0	$35.97	02/08/2021	02/13/2014 [3]	14,400	$571,680		
	02/09/2012	26,200	0	$37.31	02/09/2022	02/12/2015 [4]	4,800	$190,560		
	02/07/2013	23,100	7,700	$40.56	02/07/2023	02/12/2015 [5]			16,000	$635,200
	02/13/2014	17,700	17,700	$41.15	02/13/2024	02/11/2016 [4]	8,975	$356,308		
	02/12/2015	8,681	26,044	$41.79	02/12/2025	02/11/2016 [5]			22,425	$890,273
	02/11/2016	0	57,475	$27.75	02/11/2026					
William R. Burkhart	02/08/2011	11,600	0	$35.97	02/08/2021	02/13/2014 [3]	6,600	$262,020		
	02/09/2012	13,700	0	$37.31	02/09/2022	08/04/2014 [2]	10,000	$397,000		
	02/07/2013	10,800	3,600	$40.56	02/07/2023	02/12/2015 [4]	2,194	$87,102		
	02/13/2014	8,050	8,050	$41.15	02/13/2024	02/12/2015 [5]			7,325	$290,803
	02/12/2015	3,968	11,907	$41.79	02/12/2025	02/11/2016 [4]	4,100	$ 162,770		
	02/11/2016	0	26,250	$27.75	02/11/2026	02/11/2016 [5]			10,250	$406,925
Ronald J. Myers	02/08/2010	3,375	0	$16.34	02/08/2020	02/13/2014 [3]	2,300	$ 91,310		
	02/08/2011	3,800	0	$35.97	02/08/2021	02/12/2015 [4]	975	$ 38,708		
	02/09/2012	5,100	0	$37.31	02/09/2022	02/12/2015 [5]			3,225	$128,033
	02/07/2013	4,275	1,425	$40.56	02/07/2023	02/11/2016 [4]	1,825	$72,453		
	02/13/2014	1,950	1,950	$41.15	02/13/2024	02/11/2016 [5]			4,525	$179,643
	02/12/2015	1,743	5,232	$41.79	02/12/2025					
	02/11/2016	0	11,550	$27.75	02/11/2026					

(1) All option awards shown are nonqualified stock options that vest 25% per year over the four-year period from the date of grant.

(2) Deferred shares vest 100% on the fifth anniversary of the date of grant.

(3) The time-based restricted stock units granted on February 13, 2014 vest 100% on the third anniversary of the date of grant.

(4) The time-based restricted stock units granted on February 12, 2015 and February 11, 2016 vest 25% per year over the four-year period from the date of grant.

(5) Performance-based restricted stock units granted on February 12, 2015 and February 11, 2016 vest at the end of the three-year performance cycle, contingent upon the achievement of performance requirements.

The market value of the stock awards shown in the table above was determined based upon the closing price of our common shares on December 31, 2016, which was $39.70.

2016 OPTION EXERCISES AND STOCK VESTED

The following table sets forth information with respect to the exercise of stock options by and vesting of stock-based awards for our named executive officers during 2016:

	Option Awards		Stock Awards [2]	
Name	Number of Shares Acquired on Exercise	Value Realized on Exercise [1]	Number of Shares Acquired on Vesting	Value Realized on Vesting
Richard G. Kyle	0	$0	5,118	$149,292
Philip D. Fracassa	2,500	$30,088	1,131	$32,991
Christopher A. Coughlin	0	$0	1,600	$46,672
William R. Burkhart	5,050	$90,673	731	$21,323
Ronald J. Myers	0	$0	325	$9,480

(1) The value realized on the exercise of options is the difference between the exercise price and the fair market value of our common shares on the date of exercise. Fair market value is determined by a real-time trading quote from the NYSE at the time of exercise.

(2) Stock awards include time-based restricted stock units. Fair market value is determined by the average of the high and low price of our common shares on the date of vesting.

PENSION BENEFITS

Qualified Plan

During 2003, the Company moved from a defined benefit retirement program (the “Qualified Plan”) to a defined contribution retirement program for eligible U.S. based salaried employees hired on or after January 1, 2004, as well as for current salaried employees whose age plus years of service with the Company equaled less than 50 as of December 31, 2003. Salaried employees whose age plus years of service equaled or exceeded 50 as of December 31, 2003 participate in a defined benefit plan with a formula of 0.75% per year of service times average earnings, including base salary and cash annual incentive compensation, for the highest five non-consecutive years of the ten years preceding retirement (“Final Average Earnings”).

The benefit is generally payable beginning at age 65 for the lifetime of the employee, with alternative forms of payment available with actuarial adjustments. Participants may retire early for purposes of the Qualified Plan if they meet any of the following eligibility requirements:

- Age 62 and 15 years of service;
- Age 60 and 25 years of service; or
- Any age and 30 years of service.

In addition, participants age 55 with at least 15 years of service may retire and receive the portion of their Qualified Plan benefit attributable to service earned after 2003. As of December 31, 2016, Mr. Coughlin and Mr. Myers were the only NEOs who were eligible for early retirement.

Benefits for service after December 31, 1991 are reduced for early commencement at a rate of 3% per year before age 60 for the portion of the benefit attributable to service earned between 1992 and 2003, and 4% per year before age 62 for the portion of the benefit attributable to service earned after 2003.

Supplemental Pension Plan

Consistent with the retirement program changes the Company implemented for its salaried employees generally, the Company also reviewed and modified the Supplemental Pension Plan, effective January 1, 2004. Supplemental retirement benefits for executive officers who have an Employee Excess Benefits Agreement will be calculated using a target benefit of 60% of Final Average Earnings, offset by any defined benefit plan payments provided by the Company and the aggregate earnings opportunity provided by any Company contributions under the core defined contribution program, the SIP Plan and the Post-Tax Savings Plan. For all NEOs other than Mr. Kyle and Mr. Myers, the officer must have at least 10 years of Company service to earn the full supplemental benefit. Mr. Kyle must have at least 15 years of Company service. Mr. Myers does not have an Excess Benefits Agreement (to align with market trends, in 2014 the Company made a decision to limit future participation in the Employee Excess Benefits program to those who were already participants), although he does participate in the restoration component of the Supplemental Pension Plan. Benefits under the Excess Benefits Agreement will be prorated for Company service of less than 10 years (15 years for Mr. Kyle). The supplemental benefit vests after five years of service as an officer of the Company, with an unreduced benefit payable on or after age 62. Early retirement at age 55 with at least 15 years of Company service will be available, but if benefits are commenced early, they will be reduced by 4% per year for each year of early commencement prior to age 62.

For both the Qualified Plan and the Supplemental Pension Plan, only actual years of service are counted in calculating pension benefits, except in the case of involuntary termination without cause, in which case up to two additional years of service will be credited.

2016 PENSION BENEFITS TABLE

The following table sets forth the number of years of credited service and actuarial value of the defined benefit pension plans for our named executive officers as of December 31, 2016:

Name	Plan Name	Number of Years of Credited Service	Present Value of Accumulated Benefit (1)
Richard G. Kyle (2)	Supplemental Plan	10.7	$3,984,000
	Qualified Plan	0.0	$0
Philip D. Fracassa (2)	Supplemental Plan	11.2	$2,303,000
	Qualified Plan	0.0	$0
Christopher A. Coughlin	Supplemental Plan	32.5	$4,356,000
	Qualified Plan	32.5	$769,000
William R. Burkhart (3)	Supplemental Plan	22.3	$2,789,000
	Qualified Plan	9.3	$226,000
Ronald J. Myers	Supplemental Plan	34.6	$369,000
	Qualified Plan	34.6	$885,000

(1) The “Present Value of Accumulated Benefit” is the present value as of December 31, 2016 of the pension benefits earned as of such date that would be payable under that plan for the life of the executive, beginning at age 62. Age 62 is the earliest age an unreduced benefit is payable from the plans. The assumptions used to determine the present value include a 4.34% discount rate and mortality assumptions according to the RP-2014 Mortality Table. Benefits were determined assuming no probability of termination, retirement, death, or disability before age 62. For 2016, the Internal Revenue Code pay limit was $265,000 and the maximum benefit was $210,000.

(2) Because neither Mr. Kyle nor Mr. Fracassa were employed by the Company as of December 31, 2003, they did not accumulate any service under the Qualified Plan.

(3) Because Mr. Burkhart did not have a combination of age and service with the Company that equaled or exceeded 50 as of December 31, 2003, he does not accumulate any service under the Qualified Plan after December 31, 2003.

2016 NONQUALIFIED DEFERRED COMPENSATION

The table below sets forth information regarding Deferred Compensation Plan contributions, earnings and withdrawals during 2016 and the account balances as of December 31, 2016 for the named executive officers:

Name	Executive Contributions in 2016 (1)	Company Contributions in 2016 (1)	Aggregate Earnings in 2016 (2)	Aggregate Withdrawals/ Distributions in 2016	Aggregate Balance at December 31, 2016 (3)
Richard G. Kyle	$0	$0	$10,298	$0	$217,920
Philip D. Fracassa	$27,697	$31,025	$11,335	$0	$284,717
Christopher A. Coughlin	$0	$0	$0	$0	$0
William R. Burkhart	$0	$0	$0	$0	$0
Ronald J. Myers	$0	$0	$8,500	$0	$179,879

(1) Amounts shown as executive contributions or Company contributions in 2016 were reported in the 2016 Summary Compensation Table.

(2) This column includes interest earned from cash deferrals. The earnings during this year and previous years were not above market or preferential; therefore these amounts were not included in the 2016 Summary Compensation Table.

(3) Includes $170,592 for Mr. Kyle, $183,392 for Mr. Fracassa, and $87,237 for Mr. Myers that was previously reported as compensation in the Summary Compensation Table for previous years (or would have been if the recipient had been an NEO in such year).

The Deferred Compensation Plan allows certain employees, including the NEOs, to defer receipt on a pre-tax basis of a portion of their salary, employee or Company 401(k) or core defined contributions in excess of tax limits and/or incentive compensation payable in cash or common shares (other than restricted shares or options) until a specified point in the future. Cash deferrals earn interest quarterly at a rate based on the prime rate plus one percent. The Deferred Compensation Plan is not funded by the Company and participants have an unsecured contractual commitment by the Company to pay the amounts due under the plan. When such payments are due, they will be distributed from the Company's general assets. In the event of a change in control in the Company, as defined in the plan, participants are entitled to receive deferred amounts immediately.

POTENTIAL PAYMENTS UPON TERMINATION OR CHANGE-IN-CONTROL

We have entered into severance agreements with each of the NEOs that provide for compensation in the event of termination of employment under certain circumstances (the "Severance Agreements"). In addition, the NEOs are entitled to post-termination payments or benefits under agreements entered into under the Long-Term Incentive Plan and under our retirement and benefit plans under certain circumstances. The following circumstances would trigger post-termination payments to the NEOs: change in control followed by certain events described below; involuntary termination without cause; retirement; permanent disability; and death. All scenarios are assumed to have a December 31, 2016 effective date.

Change In Control

Under the Severance Agreements with the NEOs, when certain events occur, such as a reduction in the NEO's responsibilities or termination of the NEO's employment without cause, following a change in control of the Company (as defined in the Severance Agreements), each NEO (other than Mr. Myers) will be entitled to receive payment in an amount equal to a multiple of three times the sum of: (1) the greater of (a) the NEO's annual base salary in effect prior to the termination or (b) the NEO's annual base salary in effect prior to the change in control and (2) the greater of (a) the NEO's target annual incentive compensation for the year in which the NEO terminates employment and (b) the NEO's target annual incentive compensation for the year in which the change in control occurs. Mr. Myers is entitled to payment in an amount calculated in the same manner as above and triggered under the same circumstances, but with a 1.5 times multiple.

In addition, the NEO would receive a lump sum amount representing the supplemental retirement benefit. The lump sum amount is determined by calculating the benefit under the Qualified Plan and the Supplemental Pension Plan assuming the NEO continued to earn service for three additional years (1.5 years for Mr. Myers) with annual earnings during those years equal to the compensation described above. The lump sum amount is reduced by the lump sum equivalent of the benefit payable from the Qualified Plan. This lump sum is determined based on the mortality table and interest rate promulgated by the IRS under Section 417(e)(3) of the Code.

The NEO would also receive certain benefits based on contributions that would have been made to the SIP Plan and the Post-Tax Savings Plan during the three-year (1.5-year for Mr. Myers) period. Any unvested equity-based grants would vest and become nonforfeitable. The NEO would have three years to exercise all stock options. In the event of a change in control, the amounts payable under the Severance Agreements would become secured by a trust arrangement. The NEO would also be entitled to continuation of health and welfare benefits through the severance period and career outplacement services.

At its meeting on December 9, 2010, the Compensation Committee approved a new form of Severance Agreement that eliminated the excise tax gross-up provision for new participants or existing participants moving into higher-level positions. This new form of agreement provides that the participant can choose the "best net" benefit of either: (1) paying all excise taxes incurred with respect to the change-in-control benefits, without a gross-up by the Company; or (2) accepting aggregate change-in-control benefits that do not exceed the excise tax threshold. All of our NEOs have entered into Severance Agreements that do not contain the excise tax gross-up provision.

Voluntary Termination

The Company provides no severance, benefits, perquisites or vesting of any equity-based grants in the case of a voluntary termination.

Involuntary Termination With Cause

The Company provides no severance, benefits, perquisites or vesting of any equity-based grants in the case where an NEO is terminated by the Company with cause. As provided in the Severance Agreements, termination with cause can occur only in the event that the NEO has committed any of the following: an intentional act of fraud, embezzlement or theft in connection with his duties with the Company; intentional wrongful disclosure of secret processes or confidential information of the Company or a Company subsidiary; or intentional wrongful engagement in any Competitive Activity (as defined in the Severance Agreements) which would constitute a material breach of the NEO's duty of loyalty to the Company.

If the Company terminates an NEO's employment for cause, no benefit is payable from any of the nonqualified pension plans.

Involuntary Termination Without Cause

In the case of an involuntary termination without cause, each NEO is entitled to severance equal to 2.0 times (Mr. Kyle)/1.5 times (Messrs. Fracassa, Coughlin and Burkhart)/1.0 times (Mr. Myers) the sum of: (1) the NEO's base salary and (2) an amount equal to the highest annual incentive payout percentage during the preceding five years (not to exceed 100%) multiplied by the target annual incentive compensation for the year in which the NEO is terminated. As consideration for providing severance benefits, the Company receives confidentiality and non-compete covenants from the NEOs, as well as a release of liability for all claims against the Company. Each NEO is also entitled to continuation of health and welfare benefits through the severance period and career outplacement services. Equity-based grants vest through the period of time represented by the cash severance multiple in the case of an involuntary termination, with up to three years to exercise stock options.

The values shown in the table below for the retirement benefits are payable in the same form and manner as discussed in the narrative following the 2016 Pension Benefits Table. In the event of involuntary termination without cause, the benefit is determined and payable as described in the Pension Benefits discussion on page 41, but with up to two additional years of service credit.

Retirement

"Retirement" infers retirement with the Company's consent, which means either: (1) retirement of the NEO prior to age 62, if the Compensation Committee determines that such retirement is for the convenience of the Company; or (2) retirement of the NEO at or after age 62.

In addition to retirement benefits shown in the 2016 Pension Benefits Table (which are not shown in the following table of termination scenarios), benefits for NEOs who retire with the Company's consent include: normal vesting of Long-Term Incentive Plan awards as if the officer had remained in the continuous employ of the Company (except performance-based restricted stock units which are prorated and paid at the end of the performance period) and adjustments to retirement benefits if retiring prior to age 62.

Death or Permanent Disability

"Permanent Disability" occurs if an NEO qualifies for permanent disability benefits under a disability plan or program of the Company or, in the absence of a disability plan or program of the Company, under a government-sponsored disability program.

Benefits for NEOs who die while actively employed are payable to the surviving spouse from the defined benefit pension plans at the NEO's normal retirement date (or on a reduced basis at an early retirement date) if the NEO had at least five years of service. The benefit is equal to 50% of the benefit payable if the NEO had terminated employment on the date of his death, survived to the payment date (as elected by spouse), elected the 50% joint and survivor form of payment and died the next day. If the NEO has at least 15 years of service at time of death, the benefit is equal to 50% of the accrued benefit at time of death payable immediately, but with any applicable early commencement reduction. For NEOs appointed on or before 2003, a death benefit is also payable to the named beneficiary of the executive officer.

All equity-based Long-Term Incentive Plan grants immediately vest in the event of death or permanent disability, except performance-based restricted stock units, which are prorated and paid at the end of the performance period. In the case of disability, the employee has up to five years to exercise stock options. There is a five-year expiration period in the case of death for the survivor to exercise stock options.

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Termination Scenarios

Mr. Kyle						
	Voluntary Resignation	Termination With Cause	Retirement[6]	Death & Disability	Termination Without Cause	Change in Control
Cash Severance [1]	$0	$0		$0	$3,960,000	$5,940,000
Equity [2]	$0	$0		$10,981,305	$8,636,401	$10,432,203
Retirement Benefits [3]	$0	$0		$0	$962,000	$4,414,000
Other Benefits [4]	$0	$0		$0	$53,000	$79,500
Excise Tax Gross-Up [5]						$0
Total	$0	$0	$0	$10,981,305	$13,611,401	$20,865,703
Mr. Fracassa						
	Voluntary Resignation	Termination With Cause	Retirement[6]	Death & Disability	Termination Without Cause	Change in Control
Cash Severance [1]	$0	$0		$0	$1,312,500	$2,625,000
Equity [2]	$0	$0		$2,659,499	$2,141,198	$2,538,207
Retirement Benefits [3]	$0	$0		$0	$0	$1,135,000
Other Benefits [4]	$0	$0		$0	$39,750	$79,500
Excise Tax Gross-Up [5]						$0
Total	$0	$0	$0	$2,659,499	$3,493,448	$6,377,707
Mr. Coughlin						
	Voluntary Resignation	Termination With Cause	Retirement[6]	Death & Disability	Termination Without Cause	Change in Control
Cash Severance [1]	$0	$0	$0	$0	$1,351,983	$2,703,965
Equity [2]	$0	$0	$0	$4,323,346	$2,597,335	$4,151,637
Retirement Benefits [3]	$0	$0	$707,000	$0	$0	$148,000
Other Benefits [4]	$0	$0	$0	$0	$39,750	$79,500
Excise Tax Gross-Up [5]						$0
Total	$0	$0	$707,000	$4,323,346	$3,989,068	$7,083,102
Mr. Burkhart						
	Voluntary Resignation	Termination With Cause	Retirement[6]	Death & Disability	Termination Without Cause	Change in Control
Cash Severance [1]	$0	$0		$0	$1,160,505	$2,321,010
Equity [2]	$0	$0		$1,920,307	$1,188,170	$1,841,879
Retirement Benefits [3]	$0	$0		$0	$0	$205,000
Other Benefits [4]	$0	$0		$570,000	$39,750	$79,500
Excise Tax Gross-Up [5]						$0
Total	$0	$0	$0	$2,490,307	$2,388,425	$4,447,389
Mr. Myers						
	Voluntary Resignation	Termination With Cause	Retirement[6]	Death & Disability	Termination Without Cause	Change in Control
Cash Severance [1]	$0	$0	$0	$0	$465,278	$697,916
Equity [2]	$0	$0	$0	$648,168	$500,034	$613,656
Retirement Benefits [3]	$0	$0	$170,000	$0	$0	$217,000
Other Benefits [4]	$0	$0	$0	$0	$26,500	$39,750
Excise Tax Gross-Up [5]						$0
Total	$0	$0	$170,000	$648,168	$991,812	$1,568,322

(1) "Cash Severance" amounts are determined by multiples of annual pay provided in the Severance Agreements.

(2) "Equity" includes deferred shares, time-based restricted stock units, performance-based restricted stock units and stock option grants. Equity-based grants immediately vest in the event of a change in control (as defined in the Severance Agreements) followed by certain events previously

described or at the time of death or permanent disability. Equity-based grants vest through the period of time represented by the cash severance multiple in the case of an involuntary termination. All full-share awards are valued at the closing price of our common shares on December 31, 2016, which was $39.70. All stock options are valued based on the difference between the above closing stock price and the exercise price (or zero if the difference is negative), times the number of unvested shares that would accelerate, as defined in the Severance Agreements. Beginning with the Long-Term Incentive Plan grant for 2012, we modified our equity grant agreements to require double-trigger vesting for awards in the event of a change in control.

(3) "Retirement Benefits" represents the value of additional benefits earned under the qualified and supplemental plans as a result of retirement, termination without cause, or a change in control.

(4) "Other Benefits" consists of continuation of health and welfare benefits through the severance period, with an estimated value of $16,500 per year, plus outplacement services with an estimated value of $10,000 per year. Additionally, the Company entered into death benefit agreements with the NEOs who were executive officers in October 2003. The amounts shown under "Death and Disability" represent the value of the death benefit payable under these agreements, which was two times the NEO's base salary in effect as of December 31, 2003.

(5) All of our NEOs have entered into Severance Agreements that do not contain an excise tax gross-up provision.

(6) Values are shown under the retirement scenario for only those NEOs who were eligible for early retirement with the Company's consent as of December 31, 2016, and reflect the incremental present value above what they would receive at normal retirement age.

In addition to the amounts shown in the table above, the TimkenSteel stock awards and TimkenSteel option awards granted in connection with the Spinoff also vest on substantially the same terms as the comparable Company stock awards and option awards, and would accelerate in connection with the termination events disclosed above.

EQUITY COMPENSATION PLAN INFORMATION

The table below sets forth information as of December 31, 2016 regarding the Long-Term Incentive Plan. Under the Long-Term Incentive Plan, we have made equity compensation available to Directors, officers, and other employees of the Company. The Long-Term Incentive Plan has been approved by our shareholders.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a) [1]	Weighted-average exercise price of outstanding options, warrants and rights (b)[2]	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)[3]
Equity compensation plans approved by security holders [4]	5,086,185	$34.41	6,238,995
Equity compensation plans not approved by security holders	0	$0.00	0
Total:	5,086,185	$34.41	6,238,995

(1) The amount shown in column (a) includes the following: nonqualified stock options – 3,765,507; deferred shares – 139,325; performance-based restricted stock units – 599,965 (assuming payout levels at target and settlement in shares); and time-based restricted stock units – 581,388 (assuming settlement in shares).

(2) The weighted average exercise price in column (b) includes nonqualified stock options only.

(3) The amount shown in column (c) represents common shares remaining available under the Long-Term Incentive Plan, under which the Compensation Committee is authorized to make awards of common shares, nonqualified stock options, incentive stock options, appreciation rights, restricted shares, deferred shares, performance shares, performance units and restricted stock units. Awards may be credited with dividend equivalents payable in the form of cash or common shares. In addition, under the Long-Term Incentive Plan, nonemployee Directors are eligible for awards of restricted shares, common shares and option rights. In 2015, the Long-Term Incentive Plan was amended and restated and approved by shareholders at the annual meeting of shareholders to increase the number of common shares that may be issued to an aggregate of 13,000,000. Under the Long-Term Incentive Plan, for any award that is not an option right or a stock appreciation right, 2.12 (awards issued prior to May 7, 2015)/2.6 (awards issued on or after May 7, 2015) common shares are subtracted from the maximum number of common shares available under the plan for every common share issued under the award. For awards of option rights and stock appreciation rights, however, only one common share is subtracted from the maximum number of common shares available under the plan for every common share granted. The amount in the table assumes payout levels at target and settlement in shares for performance-based restricted stock units and settlement in shares for time-based restricted stock units.

(4) The Company also maintains the Director Deferred Compensation Plan and the Deferred Compensation Plan pursuant to which Directors and employees, respectively, may defer receipt of incentive compensation payable in common shares (other than restricted shares or options) authorized for issuance under the Long-Term Incentive Plan. The table does not include separate information about these plans because they merely provide for the deferral, rather than the issuance, of common shares.

ITEM NO. 2

RATIFICATION OF APPOINTMENT OF INDEPENDENT AUDITOR

The Audit Committee of the Board of Directors has appointed Ernst & Young LLP, an independent registered public accounting firm, to perform the audit of our financial statements and our internal control over financial reporting for the 2017 fiscal year. Ernst & Young has acted as our independent accounting firm for many years.

The appointment of Ernst & Young as our independent auditor is not required to be submitted to a vote of our shareholders for ratification. However, the Board of Directors believes that obtaining shareholder ratification is a sound governance practice. If our shareholders fail to vote in favor of the appointment of Ernst & Young, the Audit Committee will reconsider whether to retain Ernst & Young and may retain that firm or another firm without resubmitting the matter to our shareholders. Even if the shareholders ratify the appointment, the Audit Committee may, in its discretion, direct the appointment of a different independent registered public accounting firm at any time during the year if it determines that such a change would be in the best interest of the Company and its shareholders.

The affirmative vote of a majority of the votes cast on this matter is necessary to ratify the appointment of Ernst & Young. Abstentions will not be counted for determining whether this matter is approved. Because the ratification of the appointment of Ernst & Young is a routine matter, we do not expect any broker non-votes with respect to this matter.

Representatives of Ernst & Young are expected to be present at the 2017 Annual Meeting of Shareholders. They will have an opportunity to make a statement if they desire to do so and will be available to respond to appropriate questions.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE *FOR* RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS THE INDEPENDENT AUDITOR FOR THE 2017 FISCAL YEAR.

AUDITOR

Set forth below are the aggregate fees billed by Ernst & Young for professional services rendered to us in 2016 and 2015:

	2016	2015
Audit Fees:		
Consolidated financial statements	$2,925,650	$2,757,500
Statutory audits	415,000	428,600
Other out of scope	33,656	262,500
Total Audit Fees	**$3,374,306**	**$3,448,600**
Audit-Related Fees:		
Employee benefit plan audits	$34,500	$ 241,400
SEC filings	21,500	63,000
Other audit-related consultations	187,025	207,500
Total Audit-Related Fees	**$243,025**	**$511,900**
Tax Fees:		
Tax compliance	$108,200	$ 58,800
Transfer pricing	354,700	439,300
Tax advisory	-	-
Total Tax Fees	**$462,900**	**$ 498,100**
All Other Fees:	-	-
Total fees	**$4,080,231**	**$4,458,600**

The Audit Committee has adopted policies and procedures requiring pre-approval of all services provided by the independent auditor. Other than services pre-approved in connection with the annual engagement of the independent auditor, all services to be provided by the independent auditor must be, and have been, pre-approved by the Audit Committee. Requests for pre-approval must contain sufficient detail to ensure the Audit Committee knows precisely what services it is being asked to pre-approve so that it can make a well-reasoned assessment of the impact of the service on the auditor's independence. Additionally, the Audit Committee has pre-approved the provision of a limited number of specific services that do not require further action by the Audit Committee. The Audit Committee has delegated its pre-approval authority to one of its members who must report any pre-approval decisions to the full Audit Committee at its next scheduled meeting.

ITEM NO. 3

SHAREHOLDER ADVISORY VOTE ON NAMED EXECUTIVE OFFICER COMPENSATION

We believe that our compensation programs for our named executive officers:

- align the interests of executive management with those of our shareholders;
- reward executive management for sustained, strong business and financial results; and
- enable us to attract, retain and motivate the best talent.

As required under the Dodd-Frank Wall Street Reform and Consumer Protection Act and Section 14A of the Securities Exchange Act of 1934, we are asking you to approve, on an advisory (non-binding) basis, the following resolution at our 2017 Annual Meeting of Shareholders:

> *RESOLVED, that the compensation of the named executive officers as disclosed pursuant to the compensation disclosure rules of the SEC, including the CD&A, the compensation tables and any related material disclosed in this Proxy Statement, is hereby APPROVED.*

As an advisory vote, this resolution is not binding on us. However, the Compensation Committee, which is responsible for designing and administering our executive compensation program, values the opinions expressed by our shareholders in their vote on this proposal and will consider the outcome of the vote when making future compensation decisions for our named executive officers. We are currently conducting this advisory vote, commonly known as a “say-on-pay” vote, every year, and, depending on the outcome of the vote on Item No. 4 at the 2017 Annual Meeting of Shareholders, expect to hold the next say-on-pay vote in connection with our 2018 Annual Meeting of Shareholders.

The affirmative vote of a majority of the votes cast on this matter is necessary for approval of this resolution. Abstentions and broker non-votes will not be counted for determining whether this resolution is approved.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE *FOR* APPROVAL, ON AN ADVISORY BASIS, OF OUR NAMED EXECUTIVE OFFICER COMPENSATION.

ITEM NO. 4

SHAREHOLDER ADVISORY VOTE ON THE FREQUENCY OF THE SHAREHOLDER VOTE ON NAMED EXECUTIVE OFFICER COMPENSATION

The Securities Exchange Act of 1934 requires companies to hold a non-binding shareholder vote, at least once every six years, to determine whether a shareholder advisory vote on executive compensation should be held every one, two or three years.

After thoughtful consideration of the outcome of our shareholder vote on this topic at the 2011 Annual Meeting of Shareholders and the current preference evident from voting results at other comparable companies, the Board of Directors is recommending that the frequency of the shareholder advisory vote on named executive officer compensation be every year. This recommendation reflects our commitment to strong corporate governance and accountability to our shareholders. An annual advisory vote will foster useful communication with our shareholders by allowing our shareholders to annually express their views on the Company’s executive compensation practices.

As an advisory vote, the outcome of the vote on this resolution is not binding on the Company. However, the Board of Directors values the opinions expressed by our shareholders, and will consider the outcome of the vote when determining the frequency of the shareholder advisory vote on named executive officer compensation.

Shareholders are being asked to vote on the following resolution:

> *RESOLVED, that the shareholders of Company recommend, on an advisory basis, that the frequency with which the shareholders of the Company shall have an advisory vote on the compensation of the Company’s named executive officers set forth in the Company’s proxy statement is:*

- *Choice 1 — every year;*
- *Choice 2 — every two years;*
- *Choice 3 — every three years; or*
- *Choice 4 — abstain from voting.*

Shareholders are not voting to approve or disapprove the Board of Director's recommendation. Shareholders may choose among the four choices listed in the resolution set forth above.

THE BOARD OF DIRECTORS RECOMMENDS THAT AN ADVISORY VOTE ON NAMED EXECUTIVE OFFICER COMPENSATION BE HELD EVERY YEAR.

SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Securities Exchange Act of 1934 requires our executive officers and Directors, and persons who own more than ten percent of our common shares, to file reports of ownership and changes in ownership with the SEC, and to provide us with copies of such reports. We are required to disclose any failure by any of the above-mentioned persons to file timely Section 16 reports.

Based solely upon our review of the copies of such reports furnished to us, or written representations that no forms were required to be filed, we are not aware of any instances of noncompliance, or late compliance, with such filings during the year ended December 31, 2016, by our executive officers, Directors, or ten-percent shareholders.

SUBMISSION OF SHAREHOLDER PROPOSALS

We must receive by November 17, 2017 any proposal of our shareholders intended to be presented at the 2018 Annual Meeting of Shareholders and to be included in our proxy materials related to the 2018 Annual Meeting of Shareholders pursuant to Rule 14a-8 under the Securities Exchange Act of 1934. Such proposals should be submitted by certified mail, return receipt requested. A shareholder submitting a proposal outside the processes of Rule 14a-8 under the Securities Exchange Act of 1934 in connection with the 2018 Annual Meeting of Shareholders ("Non-Rule 14a-8 Proposals") must submit written notice of such proposal in accordance with Article I, Sections 12 and 14 of our Amended Regulations. In general, to be timely, a shareholder's notice must be delivered to or received by our Secretary at our principal executive offices not less than 90 nor more than 120 days prior to the first anniversary of the date on which the Company held the preceding year's annual meeting of shareholders. If the date of the 2018 Annual Meeting of Shareholders is scheduled for a date more than 30 days prior to or more than 30 days after the first anniversary of the 2017 Annual Meeting of Shareholders, then a shareholder's notice must be delivered to our Secretary at our principal executive offices not later than the close of business on the later of the 90th day prior to the 2018 Annual Meeting of Shareholders or the 10th day following the day on which public announcement of the date of the 2018 Annual Meeting of Shareholders is first made. Our proxy related to the 2018 Annual Meeting of Shareholders will give discretionary authority to the proxy holders to vote with respect to all Non-Rule 14a-8 Proposals received by us after January 31, 2018. The summaries set forth immediately above are qualified in their entirety by our Amended Regulations and Rule 14a-8.

SHAREHOLDER COMMUNICATIONS

Shareholders or interested parties may send communications to the Board of Directors, to any standing committee of the Board, or to any Director, in writing c/o The Timken Company, 4500 Mount Pleasant Street NW, North Canton, Ohio 44720. Shareholders or interested parties may also submit questions, concerns or reports of misconduct through the Timken Helpline at 1-800-846-5363 and

may remain anonymous. Communications received may be reviewed by the office of the General Counsel to ensure appropriate and careful review of the matter.

GENERAL

On the record date of February 22, 2017, we had 78,076,234 outstanding common shares, each entitled to one vote upon all matters presented to the meeting. The presence in person or by proxy of not less than 50% of such shares shall constitute a quorum for purposes of the 2017 Annual Meeting of Shareholders.

The enclosed proxy is solicited by the Board of Directors, and the entire cost of solicitation will be paid by the Company. In addition to solicitation by mail, our officers and other employees, without extra remuneration, may solicit the return of proxies by any means of communication. Brokerage houses, nominees, fiduciaries and other custodians will be requested to forward soliciting material to the beneficial owners of shares held of record by them and will be reimbursed for their expenses. We have retained Innisfree M&A Incorporated to assist in the solicitation of proxies for a fee not to exceed $17,500 plus reasonable out-of-pocket expenses.

Shares represented by properly executed proxies will be voted at the meeting in accordance with the shareholders' instructions. In the absence of specific instructions, the shares will be voted FOR the election of Directors as indicated under Item No. 1, FOR Item No. 2, FOR Item No. 3, and FOR Choice 1 – every year for Item No. 4, and, as to any other business as may be properly brought before the 2017 Annual Meeting of Shareholders and any adjournments or postponements thereof, in the discretion of the proxy holders.

You may revoke your proxy at any time before the 2017 Annual Meeting of Shareholders by a later dated proxy received by us or by giving notice to us either in writing or at the meeting.

Corporate Election Services, Inc. ("CES") will be responsible for tabulating the results of shareholder voting. CES will submit a total vote only, keeping all individual votes confidential. Representatives of CES will serve as inspectors of election for the 2017 Annual Meeting of Shareholders. Under Ohio law and our Amended Articles of Incorporation and Amended Regulations, properly executed proxies marked "abstain" and broker non-votes will be counted for purposes of determining whether a quorum has been achieved at the 2017 Annual Meeting of Shareholders.

The SEC permits companies to send a single set of annual disclosure documents to any household at which two or more shareholders reside, unless contrary instructions have been received, but only if we provide advance notice and follow certain procedures. In such cases, such shareholders continue to receive a separate notice of the meeting and proxy card. This "householding" process reduces the volume of duplicate information and reduces printing and mailing expenses. We have not instituted householding for shareholders of record; however, a number of brokerage firms may have instituted householding for beneficial owners of our common shares held through such brokerage firms. If your family has multiple accounts holding common shares, you already may have received a householding notification from your broker. Please contact your broker directly if you have any questions or require additional copies of the annual disclosure documents. The broker will arrange for delivery of a separate copy of this Proxy Statement or our Annual Report on Form 10-K for the year ended December 31, 2016 promptly upon your written or oral request. You may decide at any time to revoke your decision to household and thereby receive multiple copies.

After April 1, 2017, we will furnish to each shareholder, upon written request and without charge, a copy of our Annual Report to Shareholders for the year ended December 31, 2016, including financial statements and schedules thereto, filed with the SEC. Requests should be addressed to William R. Burkhart, Executive Vice President, General Counsel and Secretary, The Timken Company, 4500 Mount Pleasant Street NW, North Canton, Ohio 44720.

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TIMKEN

c/o Corporate Election Services
P. O. Box 3200
Pittsburgh, PA 15230

VOTE BY TELEPHONE

Have your proxy card available when you call the **Toll-Free number 1-888-693-8683** using a touch-tone phone, and follow the simple instructions to record your vote.

VOTE BY INTERNET

Have your proxy card available when you access the website **www.cesvote.com** and follow the simple instructions to record your vote.

VOTE BY MAIL

Please mark, sign and date your proxy card and return it in the **postage-paid envelope** provided or return it to: Corporate Election Services, P.O. Box 3230, Pittsburgh, PA 15230.

Vote by Telephone Call **Toll-Free** using a Touch-Tone phone: **1-888-693-8683**	**Vote by Internet** Access the **Website** and Cast your vote: **www.cesvote.com**	**Vote by Mail** Return your proxy card in the **Postage-Paid** envelope provided

Vote 24 hours a day, 7 days a week!
If you vote by telephone or Internet, please do not send your proxy by mail.

Proxy must be signed and dated below.
Please fold and detach card at perforation before mailing.

THE TIMKEN COMPANY

PROXY / VOTING INSTRUCTION CARD

The undersigned appoints John M. Timken, Jr.; Richard G. Kyle; and William R. Burkhart; and each of them, as true and lawful proxies, with full power of substitution, to vote and act for the undersigned as specified on the reverse hereof at the Annual Meeting of Shareholders of THE TIMKEN COMPANY to be held at 4500 Mount Pleasant Street NW, North Canton, Ohio, 44720, on May 9, 2017, at 10:00 a.m., and at any adjournment thereof, as fully as the undersigned could vote and act if personally present on the matters set forth on the reverse hereof, and, in their discretion on such other matters as may properly come before the meeting, and/or if the undersigned is a participant in one or more of the Company's or its subsidiaries' associate share ownership plans and has stock of the Company allocated to his or her account(s), the undersigned directs the trustee(s) of such plan(s) likewise to appoint the above-named individuals as proxies to vote and act with respect to all shares of such stock so allocated on the record date for such meeting in the manner specified on the reverse hereof at such meeting or any adjournment thereof, and in their discretion on such other matters as may properly come before the meeting.

Signature

Signature (if jointly held)

Date: _____

Please sign exactly as the name appears hereon. Joint owners should each sign. When signing as an attorney, executor, administrator, trust or guardian, please give full title as such.

PLEASE SIGN AND RETURN AS SOON AS POSSIBLE

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TIMKEN

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

May 9, 2017 at 10:00 a.m.
The Timken Company
4500 Mount Pleasant Street NW
North Canton, OH 44720-5450
Telephone: (234) 262-3000

Parking: Shareholders attending the meeting may park in the visitor lot in front of the Corporate Office building.

Note: If your shares are held in street name, please bring a letter with you from your broker stating as such to the Annual Meeting.

For directions to the Annual Meeting, you may call 234-262-3000.

ELECTRONIC ACCESS TO FUTURE DOCUMENTS NOW AVAILABLE

If you are a registered holder of shares, you have the option to access future shareholder communications (e.g., annual reports, proxy statements, related proxy materials) over the Internet instead of receiving those documents in print. Participation is completely voluntary. If you give your consent, in the future, when our material is available over the Internet you will receive notification that will contain the Internet location where the material is available. Our material will be presented in PDF format. There is no cost to you for this service other than any charges you may incur from your Internet provider, telephone and/or cable company. Once you give your consent, it will remain in effect until you inform us otherwise. You may revoke your consent at any time by notifying the Company in writing To give your consent, follow the prompts when you vote by telephone or over the Internet or check the appropriate box located at the bottom of the attached proxy card when you vote by mail.

Please fold and detach card at perforation before mailing.

THE TIMKEN COMPANY **PROXY / VOTING INSTRUCTION CARD**

The shares represented by this proxy will be voted as recommended by the Board of Directors unless otherwise specified. The Board of Directors recommends a vote FOR proposals 1, 2 and 3 and 1 YEAR for proposal 4.

1. Election of Directors to serve for a term of one year:

Nominees:			
	(01) Maria A. Crowe	(02) Richard G. Kyle	(03) John A. Luke, Jr.	(04) Christopher L. Mapes
	(05) James F. Palmer	(06) Ajita G. Rajendra	(07) Joseph W. Ralston	(08) Frank C. Sullivan
	(09) John M. Timken, Jr.	(10) Ward J. Timken, Jr.	(11) Jacqueline F. Woods	

❑ **FOR** all nominees listed above ❑ **WITHHOLD AUTHORITY** to vote for all nominees listed above

To withhold authority to vote for individual Nominee(s), write the name(s) or number(s) on the line below:

_____

2. Ratification of the appointment of Ernst & Young LLP as our independent auditor for the fiscal year ending December 31, 2017.

❑ **FOR** ❑ **AGAINST** ❑ **ABSTAIN**

3. Approval, on an advisory basis, of named executive officer compensation.

❑ **FOR** ❑ **AGAINST** ❑ **ABSTAIN**

4. Recommendation, on an advisory basis, of the frequency of the shareholder advisory vote on named executive officer compensation.

❑ **1 YEAR** ❑ **2 YEARS** ❑ **3 YEARS** ❑ **ABSTAIN**

❑ PLEASE CHECK THIS BOX IF YOU CONSENT TO ACCESS FUTURE ANNUAL REPORTS AND PROXY MATERIAL VIA THE INTERNET ONLY.

CONTINUED AND TO BE SIGNED ON THE REVERSE SIDE.

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TIMKEN

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE TIMKEN COMPANY ANNUAL MEETING OF SHAREHOLDERS TO BE HELD ON MAY 9, 2017

Notice of Annual Meeting of Shareholders

WHEN AND WHERE IS THE SHAREHOLDER MEETING?

The 2017 Annual Meeting of Shareholders of The Timken Company will be held on Tuesday, May 9, 2017, at 10:00 a.m., at The Timken Company at 4500 Mount Pleasant Street NW, North Canton, Ohio, 44720.

For admission to the Annual Meeting, please bring this notice or a letter from your broker if your shares are held in street name. For directions to the Annual Meeting, you may call 234-262-3000.

WHAT IS BEING VOTED ON AT THE SHAREHOLDER MEETING?

- Election of eleven Directors to serve for a term of one year: Maria A. Crowe, Richard G. Kyle, John A. Luke, Jr., Christopher L. Mapes, James F. Palmer, Ajita G. Rajendra, Joseph W. Ralston, Frank C. Sullivan, John M. Timken, Jr., Ward J. Timken, Jr., and Jacqueline F. Woods.
- Ratification of the appointment of Ernst & Young LLP as our independent auditor for the fiscal year ending December 31, 2017.
- Approval, on an advisory basis, of named executive officer compensation.
- Recommendation, on an advisory basis, of the frequency of the shareholder advisory vote on named executive officer compensation.

WHAT DOES THE BOARD OF DIRECTORS RECOMMEND?

The Board of Directors recommends that shareholders vote FOR all of the nominees, FOR ratification of the appointment of Ernst & Young LLP as our independent auditor for the year ending December 31, 2017, FOR approval, on an advisory basis, of named executive officer compensation and 1 YEAR for the frequency of the shareholder advisory vote on named executive officer compensation.

HOW CAN I GET A COMPLETE SET OF PROXY MATERIALS?

This is not a proxy card. If you wish to cast your vote on a traditional proxy card, you must request a paper copy of the proxy materials by following the instructions below.

This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting.

The following documents can be viewed at: www.ViewMaterial.com/TKR

- **2016 Annual Report**
- **2017 Proxy Statement**

If you want to receive a paper or e-mail copy of these documents, you must request one. There is no charge to you for requesting a copy. Please make your request for a copy as instructed below on or before April 26, 2017 to facilitate timely delivery.

You may request a paper or email copy of the proxy materials by following the instructions below. You will be asked to provide the control number (located by the arrow in the box below).

1. Call the toll-free telephone number 1-800-516-1564 and follow the instructions provided, or
2. Access the website, www.SendMaterial.com and follow the instructions provided, or
3. Send us an e-mail at papercopy@SendMaterial.com with your control number in the subject line. Unless you instruct us otherwise, we will reply to your email with a copy of the proxy materials in PDF format for this meeting only.

➔

To vote your shares, you can attend the Annual Meeting of Shareholders and vote in person or you can:

1. **Go to www.ViewMaterial.com/TKR**
2. **Click on the icon to vote your shares.**
3. **Enter the 11-digit Control Number (located by the arrow in the box above).**
4. **Follow the instructions to record your vote.**

You will be able to vote until 6:00 a.m. on May 9, 2017.

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