

TIMKEN CO  
Form DEF 14A  
March 17, 2017  
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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:

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- (1) Amount Previously Paid:

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

(3) Filing Party:

(4) Date Filed:

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*Notice of  
2017  
Annual Meeting of  
Shareholders  
and  
Proxy Statement*

**THE TIMKEN COMPANY**

North Canton, Ohio U.S.A.

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**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

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

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**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.



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**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.

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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

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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.

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**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

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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.



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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.

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**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

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

Name <sup>(1)</sup>	Fees Earned or Paid in Cash	Stock Awards <sup>(2)</sup>	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. <sup>(1)</sup>	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.



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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](http://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.



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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

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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](http://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

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**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](http://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](http://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.



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**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.

**Table of Contents****Amount and Nature of Beneficial Ownership of Common Stock**

<b>Name</b>	<b>Sole Voting or Investment Power<sup>(1)</sup></b>	<b>Shared Voting or Investment Power</b>	<b>Aggregate Amount<sup>(1)</sup></b>	<b>Percent of Class</b>
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 <sup>(2)</sup>	851,899	1,439,484 <sup>(2)</sup>	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 <sup>(3)</sup>	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	Vested Deferred Restricted	Deferred Common
	Stock Units <sup>(a)</sup>	Shares <sup>(b)</sup>	Shares <sup>(b)</sup>
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

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Ward J. Timken, Jr.	614,600	0	0
Jacqueline F. Woods	0	0	2,500

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- (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 <sup>(1)</sup>	9,435,213	12.18%
The Vanguard Group <sup>(2)</sup>	5,942,053	7.63%
First Eagle Investment Management, LLC <sup>(3)</sup>	5,430,139	6.98%
BlackRock, Inc. <sup>(4)</sup>	5,355,658	6.90%
Southern Sun Asset Management LLC <sup>(5)</sup>	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



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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 52<sup>nd</sup> 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):

#### **Our executive compensation program is designed to:**

Align the interests of our executives and shareholders

#### **Objectives**

Reward for sustained, strong business results

Attract, retain and motivate the best talent

#### **Our executive compensation philosophy is built on the following principles:**

Recognizing that people are our most important asset

#### **Philosophy**

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

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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**

<p><b>Factors Guiding Our Decisions</b></p> <p><i>(see page 26 for details)</i></p>	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

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Market pay practices

Current and historical compensation

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**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**

The compensation decisions outlined below demonstrate our strong, sustained commitment to paying for performance.

*(see page 28 for details)*

**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.

**Table of Contents****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.

**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.

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.

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

\*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

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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.

**Table of Contents****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.*

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### **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;

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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***

	<b>Link to Program Objectives</b>	<b>Type of Compensation</b>	<b>Key Features</b>
<b>Base Salary</b>	A standard compensation element in executive compensation packages,	Cash	Provides a stable source of income.



offering market competitive fixed compensation to attract and retain talent.

<b>Annual Incentive</b>	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.
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<b>Long-Term Incentive:</b> 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.
<b>Long-Term Incentive:</b> 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.
<b>Long-Term Incentive:</b> 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.
<b>Retirement Benefits</b>	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.
<b>Other Benefits</b>	Keeps program competitive and provides protection for executives, where warranted.	Benefit	Perquisites are limited in amount and use.
<b>Severance and Change in Control Agreements</b>	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.

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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

**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.

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.

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.



**Table of Contents****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**

	<b>Threshold</b>	<b>Target</b>	<b>Maximum</b>	<b>Actual</b>
Adjusted EBIT (80% weighting)	\$230M	\$336M	\$437M	\$255M (101% funding)
Working Capital as a % of Sales	29.9%	28.4%	26.0%	30.2% (0% funding)

(20% weighting)

<b>Plan Funding</b>	<b>80%</b>	<b>170%</b>	<b>260%</b>	<b>81% funding</b>
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## Broad-Based Annual Incentive Plan

	<b>Threshold</b>	<b>Target</b>	<b>Maximum</b>	<b>Actual</b>
Adjusted EBIT* (80% weighting)	\$235M	\$336M	\$437M	\$255M
Working Capital as a % of Sales	29.9%	28.4%	26.0%	(60% payout)
(20% weighting)				30.2% (0% payout)

<b>Plan Payout</b>	<b>50%</b>	<b>100%</b>	<b>200%</b>	<b>48% payout</b>
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\*Adjusted EBIT less than \$230M will result in zero payout for the plan.

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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

**Driving Shareholder Return**



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

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.

restricted stock units.

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.

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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

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

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

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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

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

retirement income through two types of plans:

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

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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.

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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.

	<b>2016 Requirement - Fixed Shares</b>	<b>2017 Requirement - Multiple of Base Salary</b>
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.

**Table of Contents*****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:

Year	Salary	Stock Awards <sup>(2)</sup>	Option Awards <sup>(3)</sup>	Non-Equity Incentive Plan Compensation <sup>(4)</sup>	Change in Pension Value and Nonqualified Deferred Compensation Earnings <sup>(5)</sup>	All Other Compensation <sup>(6)</sup>	Total Compensation <sup>(7)</sup>
2016	\$900,000	\$2,784,713	\$1,192,862	\$518,400	\$1,123,000	\$125,768	\$6,643,743
2015	\$900,000	\$2,994,254	\$1,295,954	\$453,600	\$837,000	\$162,962	\$6,643,710
2014	\$850,000	\$2,487,278	\$2,677,778	\$1,007,559	\$1,062,000	\$80,394	\$8,165,019
2016	\$500,000	\$615,356	\$263,494	\$180,000	\$407,000	\$69,822	\$2,035,672
2015	\$490,000	\$661,327	\$286,207	\$152,810	\$299,000	\$69,107	\$1,958,744

ve	2014	\$417,067	\$667,982	\$482,599	\$273,737	\$703,000	\$48,645	\$2,5
nt ief								
al								
pher	2016	\$515,041	\$871,350	\$373,013	\$185,415	\$515,000	\$41,218	\$2,5
in	2015	\$515,041	\$936,096	\$405,241	\$162,238	\$84,000	\$47,585	\$2,1
ve								
nt,								
nt	2014	\$512,541	\$1,137,963	\$893,424	\$383,454	\$1,349,000	\$41,745	\$4,3
n R.	2016	\$455,100	\$398,213	\$170,363	\$152,914	\$348,000	\$59,218	\$1,5
rt	2015	\$455,100	\$428,348	\$185,261	\$133,799	\$0	\$75,919	\$1,2
ve								
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l								
l								
ry	2014	\$455,100	\$971,636	\$407,997	\$318,062	\$834,000	\$73,730	\$3,0
J.	2016	\$291,996	\$176,213	\$74,960	\$71,476	\$150,000	\$20,669	\$7
nt,								
ces								

(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.

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(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 DS Program (a)	Annual Company Contribution to Post-Tax Savings Plan (b)	Executive Physicals Reimbursement	Financial Planning Reimbursement	Personal Use of Company Country	Spousal Travel (d)	Tax Gross-Cash Dividend Ups Equivalents (e)	Life Insurance (g)
------	--	--	---	--	--	--------------------------	--	--------------------------

Club  
Memberships  
(c)

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

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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:

Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards			Estimated Future Payouts Under Equity Incentive Plan Awards:			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 of Grant Date
	Threshold	Target	Maximum	Threshold	Target	Maximum				

11/2016 Us <sup>(1)</sup>										28,675			
11/2016 MPP <sup>(2)</sup>	\$ 864,000	\$ 1,836,000	\$ 2,808,000										
11/2016 SOs <sup>(3)</sup>											183,800	\$ 27.75	\$ 28.10
11/2016 of RSUs				7,168	71,675	143,350							
11/2016 Us <sup>(1)</sup>											6,350		
11/2016 MPP <sup>(2)</sup>	\$ 300,000	\$ 637,500	\$ 975,000										
11/2016 SOs <sup>(3)</sup>											40,600	\$ 27.75	\$ 28.10
11/2016 of RSUs				1,583	15,825	31,650							
11/2016 Us <sup>(1)</sup>											8,975		
11/2016 MPP <sup>(2)</sup>	\$ 309,025	\$ 656,677	\$ 1,004,330										
11/2016 SOs <sup>(3)</sup>											57,475	\$ 27.75	\$ 28.10
11/2016 of RSUs				2,243	22,425	44,850							
11/2016 Us <sup>(1)</sup>											4,100		
11/2016 MPP <sup>(2)</sup>	\$ 254,856	\$ 541,569	\$ 828,282										
11/2016 SOs <sup>(3)</sup>											26,250	\$ 27.75	\$ 28.10
11/2016 of RSUs				1,025	10,250	20,500							
11/2016 Us <sup>(1)</sup>											1,825		
11/2016 A <sup>(2)</sup>	\$ 14,891	\$ 148,909	\$ 297,818										
11/2016 SOs <sup>(3)</sup>											11,550	\$ 27.75	\$ 28.10
11/2016 of RSUs				453	4,525	9,050							

(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.



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- (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.

**Table of Contents****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:

Grant Date	Option Awards <sup>(1)</sup>				Grant Date	Stock Awards			
	Number of Securities Underlying Unexercised Options	Number of Securities Underlying Unexercised Options	Option Exercise Price (\$/share)	Option Expiration 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 Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested
	Exercisable	Unexercisable							
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	
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	
02/11/2016	0	183,800	\$27.75	02/11/2026					
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	
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				15,825	

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					02/11/2016 (5)		
02/12/2015	6,131	18,394	\$41.79	02/12/2025			
02/11/2016	0	40,600	\$27.75	02/11/2026			
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
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
02/11/2016	0	57,475	\$27.75	02/11/2026			
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
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
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
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
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)

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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.

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- (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:

Name	Option Awards		Stock Awards <sup>(2)</sup>	
	Number of Shares Acquired on Exercise	Value Realized on Exercise <sup>(1)</sup>	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. Burkhardt	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.

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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 <sup>(1)</sup>
Richard G. Kyle <sup>(2)</sup>	Supplemental Plan	10.7	\$3,984,000
	Qualified Plan	0.0	\$0
Philip D. Fracassa <sup>(2)</sup>	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 <sup>(3)</sup>	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.



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- (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 <sup>(1)</sup>	Company Contributions in 2016 <sup>(1)</sup>	Aggregate Earnings in 2016 <sup>(2)</sup>	Aggregate Withdrawals/ Distributions in 2016	Aggregate Balance at December 31, 2016 <sup>(3)</sup>
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.

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**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.

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**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 pro