TIMKEN CO Form SC 13D/A July 10, 2014

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

#### **SCHEDULE 13D**

Under the Securities Exchange Act of 1934 (Amendment No. 7)\*

The Timken Company

(Name of Issuer)

Common Stock, \$0.00 par value

(Title of Class of Securities)

#### 887389104

(CUSIP Number)

Ralph V. Whitworth
Relational Investors, LLC
12400 High Bluff Drive, Suite 600
San Diego, CA 92130
(858) 704-3333

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

#### July 8, 2014

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. o

**Note**: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person s initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

#### CUSIP No.

1.	Names of Reporting Persons	S.	
	I.R.S. Identification Nos. of Relational Investors, LLC	Above Persons (Entities Only)	
2.	Check the Appropriate Box (a)	if a Member of a Group (See Instructions)	
	(b)	0	
3.	SEC Use Only		
4.	Source of Funds (See Instruc OO	ctions)	
5.	Check if Disclosure of Lega	l Proceedings Is Required Pursuant to Items 2(d) or 2(e) o	
6.	Citizenship or Place of Orga Delaware	unization	
	7.	Sole Voting Power 6,381,416	
Number of Shares Beneficially Owned by	8.	Shared Voting Power -0-	
Each Reporting Person With	9.	Sole Dispositive Power 6,381,416	
reison with	10.	Shared Dispositive Power -0-	
11.	Aggregate Amount Benefici 6,381,416	ally Owned by Each Reporting Person	
12.	Check if the Aggregate Amo	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o	
13.	Percent of Class Represented 6.99%	d by Amount in Row (11)	
14.	Type of Reporting Person (SIA/HC/OO	See Instructions)	
		2.	

1.	Names of Reporting Person	ons.	
	I.R.S. Identification Nos. Relational Investors Mid-	of Above Persons (Entities Only) -Cap Fund I, L.P.	
2.	Check the Appropriate Box if a Member of a Group (See Instructions)		
	(a) (b)	X O	
3.	SEC Use Only		
4.	Source of Funds (See Inst WC	Source of Funds (See Instructions) WC	
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o		
6.	Citizenship or Place of Organization Delaware		
	7.	Sole Voting Power 1,804,336	
Number of Shares Beneficially Owned by	8.	Shared Voting Power -0-	
Each Reporting Person With	9.	Sole Dispositive Power 1,804,336	
Person with	10.	Shared Dispositive Power -0-	
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 1,804,336		
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o		
13.	Percent of Class Represented by Amount in Row (11) 1.98%		
14.	Type of Reporting Person PN	n (See Instructions)	
		3	

1.	Names of Reporting Perso	Names of Reporting Persons.	
	I.R.S. Identification Nos. Relational Investors Mid-	of Above Persons (Entities Only) Cap Fund II, L.P.	
2.	Check the Appropriate Bo (a) (b)	ox if a Member of a Group (See Instructions)  x o	
3.	SEC Use Only		
4.	Source of Funds (See Inst. WC	Source of Funds (See Instructions) WC	
5.	Check if Disclosure of Le	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o	
6.	Citizenship or Place of Organization Delaware		
	7.	Sole Voting Power 1,966,835	
Number of Shares Beneficially Owned by	8.	Shared Voting Power -0-	
Each Reporting	9.	Sole Dispositive Power 1,966,835	
Person With	10.	Shared Dispositive Power -0-	
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 1,966,835		
12.	Check if the Aggregate A	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o	
13.	Percent of Class Represented by Amount in Row (11) 2.16%		
14.	Type of Reporting Person PN	(See Instructions)	
		4	

1.	Names of Reporting Perso	ons.	
	I.R.S. Identification Nos. Relational Coast Partners,	of Above Persons (Entities Only) , L.P.	
2.	Check the Appropriate Bo	ox if a Member of a Group (See Instructions)	
	(b)	0	
3.	SEC Use Only		
4.	Source of Funds (See Inst WC/OO	Source of Funds (See Instructions) WC/OO	
5.	Check if Disclosure of Le	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o	
6.	Citizenship or Place of Or Delaware	Citizenship or Place of Organization Delaware	
N. 1. C	7.	Sole Voting Power 105,996	
Number of Shares Beneficially	8.	Shared Voting Power -0-	
Owned by Each Reporting Person With	9.	Sole Dispositive Power 105,996	
Person with	10.	Shared Dispositive Power -0-	
11.	Aggregate Amount Benef 105,996	Aggregate Amount Beneficially Owned by Each Reporting Person 105,996	
12.	Check if the Aggregate A	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o	
13.	Percent of Class Represen 0.12%	Percent of Class Represented by Amount in Row (11) 0.12%	
14.	Type of Reporting Person PN	(See Instructions)	
		5	

1.	Names of Reporting Persor	18.
	I.R.S. Identification Nos. o Relational Fund Partners, I	f Above Persons (Entities Only) L.P.
2.		a if a Member of a Group (See Instructions)
	(a) (b)	x o
3.	SEC Use Only	
4.	Source of Funds (See Instru WC/OO	uctions)
5.	Check if Disclosure of Leg	al Proceedings Is Required Pursuant to Items 2(d) or 2(e) o
6.	Citizenship or Place of Org Delaware	anization
	7.	Sole Voting Power 10,956
Number of Shares Beneficially	8.	Shared Voting Power -0-
Owned by Each Reporting	9.	Sole Dispositive Power 10,956
Person With	10.	Shared Dispositive Power -0-
11.	Aggregate Amount Benefic 10,956	cially Owned by Each Reporting Person
12.	Check if the Aggregate Am	nount in Row (11) Excludes Certain Shares (See Instructions) o
13.	Percent of Class Represented by Amount in Row (11) $0.01\%$	
14.	Type of Reporting Person (PN	(See Instructions)

1.	Names of Reporting Person	ns.
	I.R.S. Identification Nos. o RH Fund 1, L.P.	of Above Persons (Entities Only)
2.		x if a Member of a Group (See Instructions)
	(a) (b)	X 0
3.	SEC Use Only	
4.	Source of Funds (See Instructions) WC/OO	
5.	Check if Disclosure of Leg	gal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o
6.	Citizenship or Place of Organization Delaware	
	7.	Sole Voting Power 47,207
Number of Shares Beneficially Owned by	8.	Shared Voting Power -0-
Each Reporting Person With	9.	Sole Dispositive Power 47,207
reison with	10.	Shared Dispositive Power -0-
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 47,207	
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o	
13.	Percent of Class Represented by Amount in Row (11) 0.05%	
14.	Type of Reporting Person PN	(See Instructions)
		7

1.	Names of Reporting Person	ns.	
	I.R.S. Identification Nos. o Relational Investors IX, L.	of Above Persons (Entities Only) P.	
2.	Check the Appropriate Box (a) (b)	x if a Member of a Group (See Instructions) x o	
3.	SEC Use Only		
4.	Source of Funds (See Instr WC	Source of Funds (See Instructions) WC	
5.	Check if Disclosure of Leg	gal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o	
6.	Citizenship or Place of Organization Delaware		
N. I. C	7.	Sole Voting Power 177,960	
Number of Shares Beneficially	8.	Shared Voting Power -0-	
Owned by Each Reporting Person With	9.	Sole Dispositive Power 177,960	
reison with	10.	Shared Dispositive Power -0-	
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 177,960		
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o		
13.	Percent of Class Represented by Amount in Row (11) 0.20%		
14.	Type of Reporting Person PN	(See Instructions)	
		8	

1.	Names of Reporting Persons.	
	I.R.S. Identification Nos. of Abov Relational Investors XV, L.P.	e Persons (Entities Only)
2.	Check the Appropriate Box if a M (a) (b)	rember of a Group (See Instructions)  x o
3.	SEC Use Only	
4.	Source of Funds (See Instructions) WC	
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o	
6.	Citizenship or Place of Organization Delaware	
	7.	Sole Voting Power 106,037
Number of Shares Beneficially	8.	Shared Voting Power -0-
Owned by Each Reporting	9.	Sole Dispositive Power 106,037
Person With	10.	Shared Dispositive Power -0-
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 106,037	
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o	
13.	Percent of Class Represented by Amount in Row (11) 0.12%	
14.	Type of Reporting Person (See Ins	structions)
		9

1.	Names of Reporting Persons.		
	I.R.S. Identification Nos. of Above Relational Investors XVI, L.P.	Persons (Entities Only)	
2.	Check the Appropriate Box if a Me	ember of a Group (See Instructions)	
	(a) (b)	x o	
3.	SEC Use Only		
4.	Source of Funds (See Instructions)		
т.	WC		
5.	Check if Disclosure of Legal Proce	redings Is Required Pursuant to Items 2(d) or 2(e) o	
6.	Citizenship or Place of Organization Delaware	Citizenship or Place of Organization Delaware	
N. 1. 6		Sole Voting Power 31,204	
Number of Shares Beneficially		Shared Voting Power -0-	
Owned by Each Reporting		Sole Dispositive Power 31,204	
Person With		Shared Dispositive Power -0-	
11.	Aggregate Amount Beneficially Ov 31,204	Aggregate Amount Beneficially Owned by Each Reporting Person 31,204	
12.	Check if the Aggregate Amount in	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o	
13.	Percent of Class Represented by A 0.03%	Percent of Class Represented by Amount in Row (11) 0.03%	
14.	. Type of Reporting Person (See Inst PN	tructions)	
		10	

1.	Names of Reporting Person	S.
	I.R.S. Identification Nos. of Relational Investors XX, L.	Above Persons (Entities Only) P.
2.	Check the Appropriate Box if a Member of a Group (See Instructions)	
	(a) (b)	X O
3.	SEC Use Only	
4.	Source of Funds (See Instru WC/OO	ctions)
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o	
6.	Citizenship or Place of Orga Delaware	anization
Number of	7.	Sole Voting Power 93,682
Shares Beneficially	8.	Shared Voting Power -0-
Owned by Each Reporting	9.	Sole Dispositive Power 93,682
Person With	10.	Shared Dispositive Power -0-
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 93,682	
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o	
13.	Percent of Class Represented by Amount in Row (11) 0.10%	
14.	Type of Reporting Person (SPN)	See Instructions)
		11

1.	Names of Reporting Persons.	
	I.R.S. Identification Nos. of Abo Relational Investors XXIII, L.P.	· · · · · · · · · · · · · · · · · · ·
2.	Check the Appropriate Box if a (a) (b)	Member of a Group (See Instructions)  x o
3.	SEC Use Only	
4.	Source of Funds (See Instructions) WC/OO	
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o	
6.	Citizenship or Place of Organization Delaware	
	7.	Sole Voting Power 132,912
Number of Shares Beneficially	8.	Shared Voting Power -0-
Owned by Each Reporting Person With	9.	Sole Dispositive Power 132,912
reison with	10.	Shared Dispositive Power -0-
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 132,912	
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o	
13.	Percent of Class Represented by Amount in Row (11) 0.15%	
14.	Type of Reporting Person (See I PN	Instructions)
		12

1.	Names of Reporting Persons.		
	I.R.S. Identification Nos. of Above Persons (Entities Only) Relational Investors XXIV, L.P.		
2.	Check the Appropriate Bo (a) (b)	ox if a Member of a Group (See Instructions)  x o	
		Ü	
3.	SEC Use Only		
4.	Source of Funds (See Instructions) WC		
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o		
6.	Citizenship or Place of Organization Delaware		
Number of Shares Beneficially Owned by Each Reporting Person With	7.	Sole Voting Power 15,900	
	8.	Shared Voting Power -0-	
	9.	Sole Dispositive Power 15,900	
	10.	Shared Dispositive Power -0-	
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 15,900		
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o		
13.	Percent of Class Represented by Amount in Row (11) 0.02%		
14.	Type of Reporting Person (See Instructions) PN		
		13	

Names of Reporting Persons.			
I.R.S. Identification Nos. of Above Persons (Entities Only) Relational Co-Investment Fund I, L.P.			
Check the Appropriate Box if a Member of a Group (See Instructions) (a) x (b) o			
SEC Use Only			
Source of Funds (See Instructions) WC			
Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o			
Citizenship or Place of Organization Delaware			
7.	Sole Voting Power 826,857		
8.	Shared Voting Power -0-		
9.	Sole Dispositive Power 826,857		
10.	Shared Dispositive Power -0-		
Aggregate Amount Beneficially Owned by Each Reporting Person 826,857			
Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o			
Percent of Class Represented by Amount in Row (11) 0.91%			
Type of Reporting Person (See Instructions) PN			
	14		
	I.R.S. Identification Nos. of Relational Co-Investment Check the Appropriate Bo (a) (b) SEC Use Only Source of Funds (See Instruction of Legacy Check if Disclosure of Legacy Citizenship or Place of Or Delaware  7.  8.  9.  10.  Aggregate Amount Benefit 826,857 Check if the Aggregate Amount Benefit 826,857 Check if the Aggregate Amount Percent of Class Represent 0.91% Type of Reporting Person		

1.	Names of Reporting Person	Names of Reporting Persons.		
	I.R.S. Identification Nos. of Above Persons (Entities Only) Ralph V. Whitworth			
2.	Check the Appropriate Box if a Member of a Group (See Instructions)			
	(a) (b)	x 0		
3.	SEC Use Only			
4.	Source of Funds (See Instructions) NA			
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o			
6.	Citizenship or Place of Organization United States			
Number of Shares Beneficially Owned by Each Reporting Person With	7.	Sole Voting Power -0-		
	8.	Shared Voting Power 6,381,416		
	9.	Sole Dispositive Power -0-		
reison with	10.	Shared Dispositive Power 6,381,416		
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 6,381,416			
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o			
13.	Percent of Class Represented by Amount in Row (11) 6.99%			
14.	Type of Reporting Person (See Instructions) IN			
	15			

1.	Names of Reporting Persons.			
	I.R.S. Identification Nos. of Above Persons (Entities Only) David H. Batchelder			
2.	Check the Appropriate Bo (a) (b)	ox if a Member of a Group (See Instructions)  x o		
3.	SEC Use Only			
4.	Source of Funds (See Instructions) NA			
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o			
6.	Citizenship or Place of Organization United States			
	7.	Sole Voting Power -0-		
Number of Shares Beneficially Owned by Each Reporting Person With	8.	Shared Voting Power 6,381,416		
	9.	Sole Dispositive Power -0-		
	10.	Shared Dispositive Power 6,381,416		
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 6,381,416			
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o			
13.	Percent of Class Represented by Amount in Row (11) 6.99%			
14.	Type of Reporting Person IN	Type of Reporting Person (See Instructions) IN		
		16		

#### Item 1. Security and Issuer

This Schedule 13D/A constitutes the seventh amendment to the Schedule 13D originally filed by the Reporting Persons with the Securities and Exchange Commission (the SEC ) on November 28, 2012 and amended by Amendment No.1, No. 2, No. 3, No. 4, No. 5 and No. 6 filed by the Reporting Persons with the SEC on January 18, 2013, February 19, 2013, February 27, 2013, July 3, 2013, August 5, 2013 and December 18, 2013 (the Statement ) with respect to the common stock, \$0.00 par value (the Shares ), of The Timken Company (the Issuer or the Company ). Except as specifically amended by this Schedule 13D/A, the Statement remains in full force and effect.

#### Item 2. Identity and Background

This Statement is being filed by Relational Investors Mid-Cap Fund I, L.P. ( MC I ), Relational Investors Mid-Cap Fund II, L.P. ( MC II ), Relational Coast Partners, L.P. ( RCP ), Relational Fund Partners, L.P. ( RFP ), RH Fund 1, L.P. ( RH 1 ), Relational Investors IX, L.P. ( RI IX ), Relational Investors XV, L.P. ( RI XV ), Relational Investors XVI, L.P. ( RI XVI ), Relational Investors XX, L.P. ( RI XX ), Relational Investors XXIII, L.P. ( RI XXIII Relational Investors XXIV, L.P. ( RI XXIV ) and Relational Co-Investment Fund I, L.P. ( RCF I ) collectively, the Relational LPs. Each of the Relational LPs is a Delaware limited partnership. The principal business of each is securities investment.

This Statement is also being filed by Relational Investors, LLC ( RILLC ), a Delaware limited liability company. The principal business of RILLC is being the sole general partner or sole managing member of the general partner of certain investment partnerships, including the Relational LPs and the investment adviser of certain client managed accounts, the Managed Accounts . The Relational LPs and the Managed Accounts are the beneficial owner