

TIMKEN CO  
Form PX14A6G  
April 15, 2013

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**NOTICE OF EXEMPT SOLICITATION**

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| Name of the Registrant:                            | The Timken Company   |
| Name of the Person(s) relying on the Exemption:    | <ol style="list-style-type: none"><li>1. Relational Investors LLC</li><li>2. Relational Investors Mid-Cap Fund I, L.P.</li><li>3. Relational Investors Mid-Cap Fund II, L.P.</li><li>4. Relational Fund Partners, L.P.</li><li>5. Relational Coast Partners, L.P.</li><li>6. Relational Investors IX, L.P.</li><li>7. Relational Investors XV, L.P.</li><li>8. Relational Investors XX, L.P.</li><li>9. Relational Investors XXIII, L.P.</li><li>10. Ralph V. Whitworth</li><li>11. David H Batchelder</li><li>12. California State Teachers Retirement System</li></ol> |
| Address of the Person(s) Relying on the Exemption: | <p>12400 High Bluff Drive<br/>Suite 600<br/>San Diego, CA 92130</p> <p>100 Waterfront Place<br/>MS 04<br/>West Sacramento, CA 95605</p>  |
| Written Materials:                                 | Relational and CalSTRS response to Timken's misleading presentation dated April 1, 2013.   |

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