

TIMKEN CO  
Form SC 13D/A  
February 19, 2013

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

**SCHEDULE 13D**

**Under the Securities Exchange Act of 1934  
(Amendment No. 2)\***

**The Timken Company**

(Name of Issuer)

**Common Stock, \$0.00 par value**

(Title of Class of Securities)

**887389104**

(CUSIP Number)

<b>Ralph V. Whitworth</b>	<b>Debra Smith</b>
<b>Relational Investors, LLC</b>	<b>California State Teachers Retirement System</b>
<b>12400 High Bluff Drive, Suite 600</b>	<b>100 Waterfront Place, MS 04</b>
<b>San Diego, CA 92130</b>	<b>West Sacramento, CA 95605</b>
<b>(858) 704-3333</b>	<b>(916) 414-7551</b>

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

**February 19, 2013**

(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.

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\* 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).

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CUSIP No.

1. Names of Reporting Persons.  
  
I.R.S. Identification Nos. of Above Persons (Entities Only)  
Relational Investors, LLC
2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)  x  
(b)  o
3. SEC Use Only
4. Source of Funds (See Instructions)  
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  
6,616,543
8. Shared Voting Power  
-0-
9. Sole Dispositive Power  
6,616,543
10. Shared Dispositive Power  
-0-
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
6,616,543
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)  
6.90%
14. Type of Reporting Person (See Instructions)  
IA/HC/OO

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

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1. Names of Reporting Persons.

I.R.S. Identification Nos. of Above Persons (Entities Only)  
Relational Investors Mid-Cap Fund I, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  x  
(b)  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

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

7. Sole Voting Power  
3,338,672

8. Shared Voting Power  
-0-

9. Sole Dispositive Power  
3,338,672

10. Shared Dispositive Power  
-0-

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
3,338,672

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)  
3.48%

14. Type of Reporting Person (See Instructions)  
PN

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1. Names of Reporting Persons.

I.R.S. Identification Nos. of Above Persons (Entities Only)  
Relational Investors Mid-Cap Fund II, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  x  
(b)  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

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

7. Sole Voting Power  
2,396,338

8. Shared Voting Power  
-0-

9. Sole Dispositive Power  
2,396,338

10. Shared Dispositive Power  
-0-

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
2,396,338

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)  
2.50%

14. Type of Reporting Person (See Instructions)  
PN

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1. Names of Reporting Persons.

I.R.S. Identification Nos. of Above Persons (Entities Only)  
Relational Coast Partners, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  x  
(b)  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  
56,736

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

8. Shared Voting Power  
-0-

9. Sole Dispositive Power  
56,736

10. Shared Dispositive Power  
-0-

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
56,736

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)  
0.06%

14. Type of Reporting Person (See Instructions)  
PN

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1. Names of Reporting Persons.

I.R.S. Identification Nos. of Above Persons (Entities Only)  
Relational Fund Partners, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  x  
(b)  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  
5,568

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

8. Shared Voting Power  
-0-

9. Sole Dispositive Power  
5,568

10. Shared Dispositive Power  
-0-

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
5,568

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)  
0.01%

14. Type of Reporting Person (See Instructions)  
PN

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1. Names of Reporting Persons.

I.R.S. Identification Nos. of Above Persons (Entities Only)  
Relational Investors IX, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  x  
(b)  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  
111,850

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

8. Shared Voting Power  
-0-

9. Sole Dispositive Power  
111,850

10. Shared Dispositive Power  
-0-

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
111,850

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 Instructions)  
PN



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1. Names of Reporting Persons.

I.R.S. Identification Nos. of Above Persons (Entities Only)  
Relational Investors XV, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  x  
(b)  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

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

7. Sole Voting Power  
54,348

8. Shared Voting Power  
-0-

9. Sole Dispositive Power  
54,348

10. Shared Dispositive Power  
-0-

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
54,348

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)  
0.06%

14. Type of Reporting Person (See Instructions)  
PN

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1. Names of Reporting Persons.

I.R.S. Identification Nos. of Above Persons (Entities Only)  
Relational Investors XX, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  x  
(b)  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  
46,253

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

8. Shared Voting Power  
-0-

9. Sole Dispositive Power  
46,253

10. Shared Dispositive Power  
-0-

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
46,253

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 (See Instructions)  
PN

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1. Names of Reporting Persons.  
  
I.R.S. Identification Nos. of Above Persons (Entities Only)  
Relational Investors XXIII, L.P.
  2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)  x  
(b)  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<br>65,874      |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 8.  | Shared Voting Power<br>-0-       |
|                                                                                     | 9.  | Sole Dispositive Power<br>65,874 |
|                                                                                     | 10. | Shared Dispositive Power<br>-0-  |
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
65,874
  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)  
0.07%
  14. Type of Reporting Person (See Instructions)  
PN

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1. 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)  x  
(b)  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  
6,616,543

9. Sole Dispositive Power  
-0-

10. Shared Dispositive Power  
6,616,543

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
6,616,543

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)  
6.90%

14. Type of Reporting Person (See Instructions)  
IN

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1. Names of Reporting Persons.  
  
I.R.S. Identification Nos. of Above Persons (Entities Only)  
David H. Batchelder
  2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)  x  
(b)  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<br>-0-              |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 8.  | Shared Voting Power<br>6,616,543      |
|                                                                                     | 9.  | Sole Dispositive Power<br>-0-         |
|                                                                                     | 10. | Shared Dispositive Power<br>6,616,543 |
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
6,616,543
  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)  
6.90%
  14. Type of Reporting Person (See Instructions)  
IN

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CUSIP No.

1. Names of Reporting Persons.  
  
I.R.S. Identification Nos. of Above Persons (Entities Only)  
California State Teachers Retirement System
  2. Check the Appropriate Box if a Member of a Group (See Instructions)
 

(a)	<input checked="" type="checkbox"/>
(b)	<input type="checkbox"/>
  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)
  6. Citizenship or Place of Organization  
California Government Pension Plan
- |                                                                                     |     |                                        |
|-------------------------------------------------------------------------------------|-----|----------------------------------------|
|                                                                                     | 7.  | Sole Voting Power<br>370,591           |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 8.  | Shared Voting Power<br>-0-             |
|                                                                                     | 9.  | Sole Dispositive Power<br>179,769      |
|                                                                                     | 10. | Shared Dispositive Power<br>190,822(1) |
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
370,591
  12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
  13. Percent of Class Represented by Amount in Row (11)  
0.39%
  14. Type of Reporting Person (See Instructions)  
EP

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(1) These shares are managed by external managers as further described in Item 5.

**Item 1.**

**Security and Issuer**

This Schedule 13D/A constitutes the second 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 filed by the Reporting Persons with the SEC on January 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 3. Source and Amount of Funds or Other Consideration**

The Reporting Persons purchased an aggregate of 6,987,134 Shares for total consideration (including brokerage commissions) of \$309.1 million derived from their working capital.

**Item 4. Purpose of the Transaction**

Item 4 is hereby amended and restated as follows:

The Reporting Persons believe the Shares reported in this Statement are undervalued by the market at the present time.

The Reporting Persons believe that the market significantly undervalues the Company due to its combination of two incongruent, core businesses and that a spin-off of the Steel business segment ( Steel business ) from the remaining business segments (collectively, Bearings business ) would maximize shareholder value. In August 2012, Relational met with Company management and board members to recommend the Company hire advisors to effectuate a spin-off of its Steel business into a separately traded public company. (A copy of the presentation discussed with the Company was attached as Exhibit C to the Schedule 13D filed on November 28, 2012.)

Following the meeting, there is no evidence in the Company's public disclosures or otherwise that the Company has taken steps to independently evaluate the potential value creation of a spin-off of the Steel business. Based on Relational's communications with management and other publicly available information it seems clear that management continues to believe that improving returns and decreasing volatility in the Steel business can correct the trading discount. The Reporting Persons believe, however, that even if such improvements come to fruition, the Company will continue to trade at a discount due to the widely divergent business characteristics. Separating the two businesses would maximize shareholder value partly because the Steel business would be valued and classified as a materials company and the Bearings business as an industrial company. The publicly traded companies comprising these two industry sectors have divergent operating and financial characteristics and are generally followed and evaluated by different industry analysts. At any given time investors value these two industry segments separately within a broad range depending on many market, economic and firm-specific factors.

One of the Reporting Persons, CalSTRS submitted a shareholder proposal pursuant to the Company's bylaws and SEC Rule 14(a)-8 to be voted upon by the Company's shareholders at the Company's next annual meeting (the Proposal). The Proposal recommends that the board of directors and management act expeditiously to engage an investment banking firm to effectuate a spin-off of the Steel business into a separately traded public company. As previously described, we believe that a spin-off of the Steel business would fundamentally and positively change the way the market values the overall business when summing the share prices of the resulting two publicly traded companies. The Reporting persons have agreed to work together to support the Proposal. (A copy of the Proposal was attached as Exhibit D to the Schedule 13D filed on November 28, 2012.)

On February 19, 2013, the Reporting Persons sent a letter to the Board of Directors of the Company reiterating key aspects of its analysis in favor a separation of the Steel Business from the Bearings Business. Additionally, the Reporting Persons point to recent third-party analyses demonstrating broad support for a separation. A copy of the letter is attached as Exhibit B.



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The Reporting Persons intend to closely monitor the Company's performance, business mix and strategic direction and may modify their plans in the future depending on future events and any actions taken or omitted by the Company. The Reporting Persons and their representatives and advisers intend to continue their discussions regarding the Company, its business mix and strategic direction, with members of the board of directors and management of the Company. In addition, the Reporting Persons and their representatives and advisers may communicate with other shareholders, industry participants and other interested parties concerning the Company. In the future, the Reporting Persons may exercise any and all of their respective rights as shareholders of the Company in a manner consistent with their equity interests.

The Reporting Persons may from time-to-time (i) acquire additional Shares (subject to availability at prices deemed favorable) in the open market, in privately negotiated transactions or otherwise, or (ii) dispose of Shares at prices deemed favorable in the open market, in privately negotiated transactions or otherwise.

As of the date of this Statement, except as set forth above, none of the Reporting Persons has any present plan or intention which would result in or relate to any of the actions described in subparagraphs (a) through (j) of Item 4 of Schedule 13D.

**Item 5.****Interest in Securities of the Issuer**

(a) As of the date of this Statement, the Reporting Persons beneficially own in the aggregate 6,987,134 Shares, constituting approximately 7.28% of the outstanding Shares. The percentage of Shares owned is based upon 95,937,115 Shares reported to be outstanding on January 31, 2013, as set forth in the Company's Annual Report on Form 10-K for the year ended December 31, 2012. The Reporting Persons may be deemed to have direct beneficial ownership of the Shares as follows:

NAME	NUMBER OF SHARES	% OF OUTSTANDING SHARES	VOTING AND DISPOSITIVE POWER
RILLC	540,904	0.56%	Sole
MC I	3,338,672	3.48%	Sole
MC II	2,396,338	2.50%	Sole
RCP	56,736	0.06%	Sole
RFP	5,568	0.01%	Sole
RI IX	111,850	0.12%	Sole
RI XV	54,348	0.06%	Sole
RI XX	46,253	0.05%	Sole
RI XXIII	65,874	0.07%	Sole
CalSTRS	370,591	0.39%	Shared

RILLC, individually and in its capacity as an investment adviser, may be deemed to possess direct beneficial ownership of the 540,904 Shares that are owned by it and the Managed Accounts. Additionally, RILLC, as the sole general partner, of each of Relational LPs may be deemed to beneficially own (as that term is defined in Rule 13d-3 under the Securities Exchange Act of 1934, as amended) the 6,075,639 Shares beneficially owned by the Relational LPs because the limited partnership agreements of the Relational LPs specify that RILLC has sole investment discretion and voting authority with respect to those Shares.

Each of Messrs. Whitworth and Batchelder, as Principals of RILLC, may be deemed to have indirect beneficial ownership of the Shares which RILLC may beneficially own. Each of Messrs. Whitworth and Batchelder disclaims beneficial ownership of such Shares except to the extent of his pecuniary interest therein.

CalSTRS beneficially owns the underlying shares identified above and has sole voting authority over such shares. CalSTRS may be deemed to share the dispositive power over 190,822 shares that it beneficially owns with certain of its external asset managers.

To the best of the knowledge of each of the Reporting Persons, other than as set forth above, none of the persons named in Item 2 is the beneficial owner of any Shares.

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(b) CalSTRS has the sole power to vote or to direct the vote of all of the Shares it beneficially owns as disclosed in item (a). Except for 190,822 Shares, CalSTRS has the sole power to dispose or to direct the disposition of all Shares it beneficially owns as disclosed in item (a). CalSTRS shares the power to dispose or to direct the disposition of 190,822 Shares it beneficially owns with certain of its external managers, as follows:

Name of investment manager	Number of shares
BlackRock Inc.	29,713
Phocas Financial Corporation	10,209
Delphi Management, Inc.	83,000
First Quadrant, L.P.	66,700
OakBrook Investments, LLC	1,200

The principal business of BlackRock Institutional Trust Company, N.A. ( **BlackRock** ) is to provide diversified investment management and securities lending services to institutional clients, intermediary and individual investors through various investment vehicles. Its business address is 400 Howard Street, San Francisco, CA 94105. BlackRock informed CalSTRS that, on January 20, 2012, BlackRock entered into an Offer of Settlement (the Agreement ) with the CFTC and consented to the entry of an Order, which makes findings and imposes remedial sanctions against BlackRock. Without admitting or denying wrongdoing, BlackRock agreed to the imposition of a \$250,000 penalty and the entry of the Order to resolve allegations by the CFTC that two trades by BlackRock violated Section 4c(a)(1) of the Commodity Exchange Act and CFTC Regulation 1.38(a). Blackrock also agreed to refrain from any further violations of the above-mentioned statutory provisions. The CFTC did not allege, nor find, that any clients of BlackRock or any related affiliate were harmed in any way. Other than the Agreement, during the last five years, BlackRock has not been (i) convicted in a criminal proceeding (excluding traffic violations and similar misdemeanors) or (ii) a party to any other civil proceeding of a judicial or administrative body of competent jurisdiction, and as a result of such proceeding, was or is the subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

The principal business of Phocas Financial Corporation ( **Phocas** ) is to provide investment advisory services to institutional investors. Its business address is 980 Atlantic Avenue, Suite 106, Alameda CA 94501. During the last five years, Phocas has not been (i) convicted in a criminal proceeding (excluding traffic violations and similar misdemeanors) or (ii) a party to any civil proceeding of a judicial or administrative body of competent jurisdiction, and as a result of such proceeding, was or is the subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

The principal business of Delphi Management, Inc. ( **Delphi** ) is to provide investment advisory services to institutional investors. Its business address is 50 Rowes Wharf #540, Boston, MA 02110. During the last five years, Delphi has not been (i) convicted in a criminal proceeding (excluding traffic violations and similar misdemeanors) or (ii) a party to any civil proceeding of a judicial or administrative body of competent jurisdiction, and as a result of such proceeding, was or is the subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

The principal business of First Quadrant, L.P. ( **First Quadrant** ) is to provide investment advisory services to institutional investors. Its business address is 800 E. Colorado Boulevard, Suite 900, Pasadena, CA 91101. During the last five years, First Quadrant has not been (i) convicted in a criminal proceeding (excluding traffic violations and similar misdemeanors) or (ii) a party to any civil proceeding of a judicial or administrative body of competent jurisdiction, and as a result of such proceeding, was or is the subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

The principal business of OakBrook Investments, LLC ( **OakBrook** ) is to provide investment advisory services to institutional investors. Its business address is 2300 Cabot Drive, Suite 300, Lisle, IL 60532. During the last five years, OakBrook has not been (i) convicted in a criminal proceeding (excluding traffic violations and similar misdemeanors) or (ii) a party to any civil proceeding of a judicial or administrative body of competent jurisdiction, and as a result of such proceeding, was or is the subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

- (c) Information concerning transactions in the Shares by the Reporting Persons during the past 60 days not previously reported is set forth in Exhibit A filed with this Statement.
- (d) No other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Shares covered by this Statement, except that dividends from, and proceeds from the sale of, the Shares held by accounts managed by RILLC may be delivered to such accounts. Except with respect to the 190,822 shares it beneficially owns with certain of its external managers as disclosed in items (a) and (b) above, no other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Shares covered by this statement and beneficially owned by CalSTRS.
- (e) Not applicable.

**Item 7. Material to be Filed as Exhibits**

The following Exhibits are filed herewith:

Exhibit A Information concerning transactions in the Shares affected by the Reporting Persons in the last 60 days not previously reported.

Exhibit B Letter to the Board of Directors of Company from Relational and CalSTRS dated February 19, 2013.

**Signature**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 19, 2013

RELATIONAL INVESTORS MID-CAP FUND I, L.P.  
RELATIONAL INVESTORS MID-CAP FUND II, L.P.

RELATIONAL COAST PARTNERS, L.P.

RELATIONAL FUND PARTNERS, L.P.

RELATIONAL INVESTORS IX, L.P.

RELATIONAL INVESTORS XV, L.P.

RELATIONAL INVESTORS XX, L.P.

RELATIONAL INVESTORS XXIII, L.P.

By: RELATIONAL INVESTORS, LLC  
as general partner to each,

By: */s/ Ralph V. Whitworth*  
Ralph V. Whitworth, Principal

RELATIONAL INVESTORS, LLC

By: */s/ Ralph V. Whitworth*  
Ralph V. Whitworth, Principal

*/s/ Ralph V. Whitworth*  
Ralph V. Whitworth

*/s/ David H. Batchelder*  
David H. Batchelder

CALIFORNIA STATE TEACHERS RETIREMENT SYSTEM

By: */s/ Debra Smith*  
Debra Smith, Director of Operations

**EXHIBIT INDEX**

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