

TIMKEN CO
Form 4
August 06, 2010

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Mihaila John Theodore

(Last) (First) (Middle)

1835 DUEBER AVE. S. W.

(Street)

CANTON, OH 44646

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
TIMKEN CO [TKR]

3. Date of Earliest Transaction (Month/Day/Year)
08/04/2010

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

Senior VP & Controller

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	08/04/2010		M		750 A \$ 25.21	12,707	D
Common Stock	08/04/2010		S		683 D \$ 35	12,024	D
Common Stock	08/04/2010		F		67 D \$ 35	11,957	D
Common Stock	08/04/2010		M		3,000 A \$ 30.93	14,957	D
Common Stock	08/04/2010		S		2,889 D \$ 35.03	12,068	D

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Common Stock	08/04/2010	F	111	D	\$ 35	11,957	D	
Common Stock	08/04/2010	M	9,000	A	\$ 29.23	20,957	D	
Common Stock	08/04/2010	S	8,522	D	\$ 35.08	12,435	D	
Common Stock	08/04/2010	F	478	D	\$ 35.06	11,957	D	
Common Stock	08/04/2010	M	3,750	A	\$ 30.7	15,707	D	
Common Stock	08/04/2010	S	3,602	D	\$ 35.03	12,105	D	
Common Stock	08/04/2010	F	148	D	\$ 35.06	11,957	D	
Common Stock	08/04/2010	M	2,425	A	\$ 14.74	14,382	D	
Common Stock	08/04/2010	S	1,976	D	\$ 34.98	12,406	D	
Common Stock	08/04/2010	F	449	D	\$ 35.06	11,957 ⁽¹⁾	D	
Common Stock						23,072	I	401(k)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
	\$ 25.21	08/04/2010		M	750	01/31/2006 ⁽²⁾ 01/31/2015	Amount or Number of Shares 750

Employee
Stock
Option
(right to
buy)

Common
Stock

Employee
Stock
Option
(right to
buy)

\$ 30.93 08/04/2010

M

3,000

02/06/2007⁽³⁾ 02/06/2016

Common
Stock

3,000

Employee
Stock
Option
(right to
buy)

\$ 29.23 08/04/2010

M

9,000

02/05/2008⁽⁴⁾ 02/05/2017

Common
Stock

9,000

Employee
Stock
Option
(right to
buy)

\$ 30.7 08/04/2010

O

3,750

02/04/2009⁽⁵⁾ 02/04/2018

Common
Stock

3,750

Employee
Stock
Option
(right to
buy)

\$ 14.74 08/04/2010

M

2,425

02/02/2010⁽⁶⁾ 02/02/2019

Common
Stock

2,425

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mihaila John Theodore 1835 DUEBER AVE. S. W. CANTON, OH 44646			Senior VP & Controller	

Signatures

Scott A. Scherff - Attorney
in Fact 08/06/2010

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Total includes 93 shares received through dividend reinvestment through June 2010.
- (2) 3000 shares granted on 1/31/2005 (previously reported on a Form 3) vested in 25% increments per year.
- (3) 3,000 shares granted on 2/6/2006 (previously reported on a Form 4) vested in 25% increments per year.

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- (4) 12,000 shares granted on 2/5/2007 (previously reported on a Form 4) vest in 25% increments per year.
- (5) 7,500 shares granted on 2/4/2008 (previously reported on a Form 4) vest in 25% increments per year.
- (6) 9,700 shares granted on 2/2/2009 (previously reported on a Form 4) vest in 25% increments per year.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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