

EISENBERG GLENN A

Form 4

November 15, 2010

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
EISENBERG GLENN A

(Last) (First) (Middle)

1835 DUEBER AVE SW

(Street)

CANTON, OH 44706

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

TIMKEN CO [TKR]

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

11/12/2010

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Ex VP-Finance & Admin.

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	11/12/2010		M	8,750 A	\$ 25.21	59,855	D
Common Stock	11/12/2010		S	7,615 D	\$ 42.88	52,240	D
Common Stock	11/12/2010		F	1,135 D	\$ 42.88	51,105	D
Common Stock	11/12/2010		M	17,500 A	\$ 29.23	68,605	D
Common Stock	11/12/2010		S	15,739 D	\$ 42.8	52,866	D

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Common Stock	11/12/2010	F	1,761	D	\$ 42.8	51,105	D	
Common Stock	11/12/2010	M	20,850	A	\$ 30.7	71,955	D	
Common Stock	11/12/2010	S	18,974	D	\$ 42.8	52,981	D	
Common Stock	11/12/2010	F	1,876	D	\$ 42.8	51,105	D	
Common Stock	11/12/2010	M	17,500	A	\$ 30.93	68,605	D	
Common Stock	11/12/2010	S	15,954	D	\$ 42.77	52,651	D	
Common Stock	11/12/2010	F	1,546	D	\$ 42.77	51,105 ⁽¹⁾	D	
Common Stock						4,759	I	401(k)

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

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(9-02)

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 25.21	11/12/2010		M	8,750	01/31/2006 ⁽²⁾ 01/31/2015	Common Stock 8,750
Employee Stock Option (right to	\$ 29.23	11/12/2010		M	17,500	02/05/2008 ⁽³⁾ 02/05/2017	Common Stock 17,500

buy)

Employee
Stock

Option	\$ 30.7	11/12/2010	M	20,850	02/04/2009 ⁽⁴⁾	02/04/2018	Common Stock	20,8
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Employee
Stock

Option	\$ 30.93	11/12/2010	M	17,500	02/06/2007 ⁽⁵⁾	02/06/2016	Common Stock	17,5
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Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
EISENBERG GLENN A 1835 DUEBER AVE SW CANTON, OH 44706	Ex VP-Finance & Admin.

Signatures

Scott A. Scherff - Attorney in Fact	11/15/2010
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__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) Includes 452 shares received through DRP in 2010 to date.

(2) 35,000 shares granted on 1/31/2005 (previously reported on a Form 4) vested in 25% increments per year.

(3) 35,000 shares granted on 2/5/2007 (previously reported on a Form 4) vest in 25% increments per year.

(4) 41,700 shares granted on 2/4/2008 (previously reported on a Form 4) vest in 25% increments per year.

(5) 35,000 shares granted on 2/6/2006 (previously reported on a Form 4) vested 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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