TIMKEN CO Form 4 February 14, 2012

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Mihaila John Theodore Issuer Symbol TIMKEN CO [TKR] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner _X__ Officer (give title _ Other (specify 1835 DUEBER AVE. S. W. 02/13/2012 below) Senior VP & Controller (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person

CANTON, OH 44646

(City)	(State) ((Zip) 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 n(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		
Common Stock	02/13/2012		M	3,000	A	\$ 29.23	11,708	D	
Common Stock	02/13/2012		F	420	D	\$ 52.3	11,288	D	
Common Stock	02/13/2012		S	2,580	D	\$ 52.3	8,708	D	
Common Stock	02/13/2012		M	3,750	A	\$ 30.7	12,458	D	
Common Stock	02/13/2012		F	489	D	\$ 52.4	11,969	D	

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Common Stock	02/13/2012	S	3,261	D	\$ 52.4	8,708	D	
Common Stock	02/13/2012	M	4,850	A	\$ 14.74	13,558	D	
Common Stock	02/13/2012	F	1,100	D	\$ 52.4	12,458	D	
Common Stock	02/13/2012	S	3,750	D	\$ 52.4	8,708	D	
Common Stock	02/13/2012	M	5,000	A	\$ 22.67	13,708	D	
Common Stock	02/13/2012	F	895	D	\$ 52.41	12,813	D	
Common Stock	02/13/2012	S	4,105	D	\$ 52.41	8,708	D	
Common Stock	02/13/2012	I	6,535	D	\$ 53.33	12,175	I	By 401(k) Plan

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. Transactic Code (Instr. 8)	5. Number some Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,		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	Amoun or Number of Shares		
Employee Stock Option (right to buy)	\$ 29.23	02/13/2012		M		3,000	02/05/2008(1)	02/05/2017	Common Stock	3,000		
Employee Stock Option	\$ 30.7	02/13/2012		M		3,750	02/04/2009(2)	02/04/2018	Common Stock	3,750		

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(right to buy)								
Employee Stock Option (right to buy)	\$ 14.74	02/13/2012	M	4,850	02/02/2010(3)	02/02/2019	Common Stock	4,850
Employee Stock Option (right to buy)	\$ 22.67	02/13/2012	M	5,000	02/08/2011(4)	02/08/2020	Common Stock	5,000

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 02/14/2012

**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).
- $(1) \quad 12,\!000 \text{ shares granted on } 2/5/2007 \text{ (previously reported on a Form 4) vested in } 25\% \text{ increments per year.}$
- (2) 7,500 shares granted on 2/4/2008 (previously reported on a Form 4) vested in 25% increments per year.
- (3) 9,700 shares granted on 2/2/2009 (previously reported on a Form 4) vest in 25% increments per year.
- (4) 10,000 shares granted on 2/8/2010 (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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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