TIMKEN CO Form 4 August 15, 2005

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** OMB

Number:

5. Relationship of Reporting Person(s) to

Issuer

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

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

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

2. Issuer Name and Ticker or Trading

TIMKEN CO [TKR]

Symbol

1(b).

(Print or Type Responses)

TIMKEN JOHN M JR

1. Name and Address of Reporting Person \*

			TIMKEN CO [TKR]					(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)					_X_ Director10% Owner			
	200 MARKET AVENUE NORTH, 0 SUITE 210							Officer (give title Other (specify below)			
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
CANTON						Form filed by More than One Reporting Person					
(City)	(State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									ally Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	E 2A. Deemo Execution any (Month/Da	Date, if	3. Transact Code (Instr. 8)	iowr Disp (Instr. 3	osed of , 4 and (A) or		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	08/11/2005			M	3,000	A	\$ 15.875	384,831	D		
Common Stock	08/11/2005			S	3,000	D	\$ 28.4504	381,831	D		
Common Stock	08/11/2005			M	3,000	A	\$ 15.02	384,831	D		
Common Stock	08/11/2005			S	3,000	D	\$ 28.4504	381,831	D		
Common Stock	08/11/2005			M	3,000	A	\$ 17.56	384,831	D		

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Common Stock	08/11/2005	S	3,000	D	\$ 28.4504	381,831	D	
Common Stock						10,460	I	By Spouse
Common Stock						20,630	I	By Child (1)
Common Stock						116,000	I	Beneficiary of Trust (2)
Common Stock						177,800	I	Advisor of Trust $\underline{^{(3)}}$
Common Stock						56,437	I	Trustee (4)
Common Stock						532,500	I	Co-Trustee (5)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (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. Transactic Code (Instr. 8)	Transaction Derivative Code Securities		6. Date Exercis Expiration Dat (Month/Day/Y	e	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
Options to buy	\$ 15.875	08/11/2005		M		3,000	04/18/2001	04/18/2010	Common Stock	3,000
Options to buy	\$ 15.02	08/11/2005		M		3,000	04/17/2002	04/17/2011	Common Stock	3,000
Options to buy	\$ 17.56	08/11/2005		M		3,000	04/15/2004	04/15/2013	Common Stock	3,000

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

TIMKEN JOHN M JR 200 MARKET AVENUE NORTH, SUITE 210 X CANTON, OH 44702-1437

# **Signatures**

John M. Timken, Jr. 08/15/2005

\*\*Signature of Date
Reporting Person

#### **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) DISCLAIMER: Undersigned disclaims any beneficial interest.
- (2) Beneficiary of John M. Timken Trust D FBO John M. Timken, Jr.
- (3) Advisor for five subtrusts of John M. Timken No. 1, Fund A, Marital.
- (4) Trustee for Susan H. Timken Generation Skipping Trust
- (5) Co-Trustee of Trust U/Will of H.H. Timken, Jr.

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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