TIMKEN CO Form 4 August 26, 2005

FORM 4

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

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Form 4 or Form 5

(Middle)

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

2. Issuer Name and Ticker or Trading

TIMKEN CO [TKR]

3 Date of Earliest Transaction

Symbol

SECURITIES

1(b).

(Last)

(Print or Type Responses)

ARNOLD MICHAEL C

1. Name and Address of Reporting Person *

(First)

obligations

may continue.

(Last)	(First) (N	viidale) 3. Date o	of Earliest Ti	ransaction						
((Month/Day/Year)				Director		Owner	
1835 DUEBER AVE. S. W.			2005				_X_ Officer (give		er (specify	
							below)	below)	1	
							Presi	dent - Industrial	I	
	4. If Am	Amendment, Date Original				6. Individual or Joint/Group Filing(Check				
		Filed(Mo	onth/Day/Year)				Applicable Line)			
							X Form filed by			
CANTON,	OH 44706						Form filed by More than One Reporting Person			
1 CISOII										
(City)	(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									
1.Title of	2. Transaction Date	2A. Deemed	3. 4. Securities Acquired				5. Amount of	6.	7. Nature of	
Security	(Month/Day/Year)	•				of (D)	Securities	Ownership	Indirect	
(Instr. 3)		any	Code	(Instr. 3,	4 and	5)	Beneficially	Form: Direct	Beneficial	
		(Month/Day/Year)	(Instr. 8)				Owned	(D) or	Ownership	
							Following	Indirect (I)	(Instr. 4)	
					(A)		Reported	(Instr. 4)		
					or		Transaction(s)			
			Code V	Amount	(D)	Price	(Instr. 3 and 4)			
Common	00/04/000#			0.7.0		\$		_		
Stock	08/24/2005		M	8,750	A	15.02	54,956	D		
Stock										
Common	08/24/2005		S	8,750	D	\$	46,206	D		
Stock	00/24/2003		3	0,750	ט	27.79	40,200	D		
Common										
	08/24/2005		M	11,250	A	\$ 25.4	47,456	D		
Stock										
Common	00/04/0005		C	11.050	Б	\$	16.006	Ъ		
Stock	08/24/2005		S	11,250	D	27.79	46,206	D		
Common	08/24/2005		M	10,000	A	\$	56,206	D		
Stock	00,21,2005		171	10,000		17.56	20,200	L		

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3235-0287

January 31,

2005

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5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

Estimated average

burden hours per

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Common Stock	08/24/2005	S	10,000	D	\$ 27.79	46,206	D	
Common Stock	08/24/2005	M	7,500	A	\$ 24.14	53,706	D	
Common Stock	08/24/2005	S	7,500	D	\$ 27.79	46,206	D	
Common Stock						9,559	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 orDerivative 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 Underlying Securition (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Employee Stock Option (right to buy)	\$ 15.02	08/24/2005		M		8,750	04/17/2001(1)	04/17/2011	Common Stock	8,75
Employee Stock Option (right to buy)	\$ 25.4	08/24/2005		M		11,250	04/16/2002(2)	04/16/2012	Common Stock	11,2
Employee Stock Option (right to buy)	\$ 17.56	08/24/2005		M		10,000	04/15/2003(3)	04/15/2013	Common Stock	10,0
Employee Stock Option	\$ 24.14	08/24/2005		M		7,500	04/20/2004(4)	04/20/2004	Common Stock	7,50

(right to buy)

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

ARNOLD MICHAEL C 1835 DUEBER AVE. S. W. CANTON, OH 44706

President - Industrial

Signatures

Scott A. Scherff, Attorney in fact

08/26/2005

**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) 35,000 shares granted on 4/17/2001 (previously reported on a Form 4) vest in 25% increments over 4 years.
- (2) 15,000 shares granted on 4/16/2002 (previously reported on a Form 4) vest in 25% increments over 4 years.
- (3) 40,000 shares granted on 4/15/2003 (previously reported on a Form 4) vest in 25% increments over 4 years.
- (4) 30,000 shares granted on 4/20/2004 (previously reported on a Form 4) vest in 25% increments over 4 years.

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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