

TIMKEN CO
Form 4
May 03, 2011

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
BURKHART WILLIAM R

(Last) (First) (Middle)

1835 DUEBER AVE. S. W.

(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)
04/29/2011

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)

Sr. VP and General Counsel

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 Price (D)		
Common Stock	04/29/2011		M		4,125 A \$ 29.23	27,565	D
Common Stock	04/29/2011		S		3,296 D \$ 56.2	24,269	D
Common Stock	04/29/2011		F		829 D \$ 56.32	23,440	D
Common Stock	04/29/2011		M		3,850 A \$ 30.7	27,290	D
Common Stock	04/29/2011		S		3,119 D \$ 56.18	24,171	D

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Common Stock	04/29/2011	F	731	D	\$ 56.25	23,440	D	
Common Stock	04/29/2011	M	4,975	A	\$ 14.74	28,415	D	
Common Stock	04/29/2011	S	3,574	D	\$ 56.32	24,841	D	
Common Stock	04/29/2011	F	1,401	D	\$ 56.4	23,440	D	
Common Stock	04/29/2011	M	5,050	A	\$ 22.67	28,490	D	
Common Stock	04/29/2011	S	3,790	D	\$ 56.18	24,700	D	
Common Stock	04/29/2011	F	1,260	D	\$ 56.25	23,440	D	
Common Stock	05/02/2011	I	4,371	D	\$ 55.98	4,370 ⁽¹⁾	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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(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)	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 29.23	04/29/2011		M	4,125	02/05/2008 ⁽²⁾ 02/05/2017	Common Stock	4,125
Employee Stock Option	\$ 30.7	04/29/2011		M	3,850	02/04/2009 ⁽³⁾ 02/04/2018	Common Stock	3,850

(right to buy)

Employee Stock

Option (right to buy)	\$ 14.74	04/29/2011	M	4,975	02/02/2010 ⁽⁴⁾	02/02/2019	Common Stock	4,975
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Employee Stock

Option (right to buy)	\$ 22.67	04/29/2011	M	5,050	02/08/2011 ⁽⁵⁾	02/08/2020	Common Stock	5,050
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BURKHART WILLIAM R 1835 DUEBER AVE. S. W. CANTON, OH 44706			Sr. VP and General Counsel	

Signatures

William R. Burkhart 05/03/2011

__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 224 shares acquired under TKR's 401(k) plan since the date of the reporting person's last ownership report.
- (2) 16,500 shares granted on 2/5/2007 (previously reported on a Form 4) vested in 25% increments per year.
- (3) 15,400 shares granted on 2/4/2008 (previously reported on a Form 4) vest in 25% increments per year.
- (4) 19,900 shares granted on 2/2/2009 (previously reported on a Form 4) vest in 25% increments per year.
- (5) 20,200 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.