

TIMKEN CO  
Form 11-K  
June 26, 2009  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 11-K**

“ **ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2008

OR

“ **TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 1-1169

**OH&R INVESTMENT PLAN**

(Full title of the Plan)

THE TIMKEN COMPANY, 1835 Dueber Avenue, S.W., Canton, Ohio 44706

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(Name of issuer of the securities held pursuant to the Plan  
and the address of its principal executive office)

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AUDITED FINANCIAL STATEMENTS

OH&R Investment Plan

December 31, 2008 and 2007, and Year Ended

December 31, 2008

With Report of Independent Registered Public

Accounting Firm

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**OH&R Investment Plan**

**Audited Financial Statements**

**December 31, 2008 and 2007, and**

**Year Ended December 31, 2008**

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**Report of Independent Registered Public Accounting Firm**

The Timken Company, Administrator

of the OH&R Investment Plan

We have audited the accompanying statements of net assets available for benefits of the OH&R Investment Plan as of December 31, 2008 and 2007, and the related statement of changes in net assets available for benefits for the year ended December 31, 2008. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. We were not engaged to perform an audit of the Plan's internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan at December 31, 2008 and 2007, and the changes in its net assets available for benefits for the year ended December 31, 2008, in conformity with US generally accepted accounting principles.

/s/ Ernst & Young LLP

Cleveland, Ohio

June 24, 2009

**Table of Contents****OH&R Investment Plan****Statements of Net Assets Available for Benefits**

	<b>December 31,</b>	
	<b>2008</b>	<b>2007</b>
<b>Assets</b>		
Investments, at fair value:		
Interest in The Master Trust Agreement for The Timken Company Defined Contribution Plans	<b>\$ 1,557,868</b>	\$ 2,190,729
Total investments, at fair value	<b>1,557,868</b>	2,190,729
<b>Net assets available for benefits, at fair value</b>	<b>1,557,868</b>	<b>2,190,729</b>
Adjustment from fair value to contract value for interest in The Master Trust Agreement for The Timken Company Defined Contribution Plans relating to fully benefit-responsive investment contracts	<b>47,725</b>	9,360
<b>Net assets available for benefits</b>	<b>\$ 1,605,593</b>	<b>\$ 2,200,089</b>

*See accompanying notes.*

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**OH&R Investment Plan**

**Statement of Changes in Net Assets Available for Benefits**

**Year Ended December 31, 2008**

<b>Additions</b>	
Investment income	\$
Total additions	
<b>Deductions</b>	
Investment expense:	
Net investment loss from The Master Trust Agreement for The Timken Company Defined Contribution Plans	538,209
Benefits paid directly to participants	55,309
Administrative expenses	978
Total deductions	594,496
Net decrease	(594,496)
Net assets available for benefits:	
Beginning of year	2,200,089
End of year	\$ 1,605,593

*See accompanying notes.*

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**OH&R Investment Plan**

**Notes to Financial Statements**

**December 31, 2008 and 2007, and**

**Year Ended December 31, 2008**

**1. Description of the Plan**

The following description of the OH&R Investment Plan (the Plan) provides only general information. Participants should refer to the *Total Rewards* handbook (Summary Plan Description) for a more complete description of the Plan's provisions.

**General**

OH&R Special Steels Company (the Company) was a subsidiary of Latrobe Steel Company, which was a subsidiary of The Timken Company. Effective December 8, 2006, The Timken Company sold Latrobe Steel Company. As a result of this transaction, all participants in the Plan terminated their employment with The Timken Company and the Plan will no longer have any new participants or contributions. However, The Timken Company, the Plan Administrator, will continue to sponsor the Plan for those participants who have elected not to transfer their accounts to another plan. The Plan is a defined contribution plan, which covered full-time employees of the Marlborough division of Latrobe Steel Company (those formerly employed by Houghton & Richards Companies) and employees of the Vienna division of Latrobe Steel Company (those formerly employed by Ohio Alloy Steels, Inc.), collectively, OH&R. Full-time employees of the Company became eligible to participate in the Plan the first of the month coincident with or next following the completion of one full calendar month of full-time service. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

**Contributions**

Under the provisions of the Plan, participants were able to elect to contribute up to 20% of his or her gross earnings directly to the Plan subject to Internal Revenue Service (IRS) limitations. Participants were also able to contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. The Company matched employee contributions, Matching Contributions, at an amount equal to 100% of the first 3% of the participant's gross earnings and 50% of the excess of 3% up to the next 3% of the participant's gross earnings.

The Plan also provided for a Core Contribution by the Company for employees at the Vienna Division who did not have five years of Credited Service or 50 points (in Credited Service and age) as of December 31, 2003. This contribution was based on the participant's full years of service and age as of December 31 of the previous calendar year. Core Contribution amounts ranged from 1.0% to 4.5%. For the employees of the Marlborough Division, the Plan provided for a Base Contribution determined as an allocation of 1% of the participant's prior quarter's earnings and was paid quarterly.

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**OH&R Investment Plan**

**Notes To Financial Statements (continued)**

**1. Description of the Plan (continued)**

Upon enrollment, a participant was required to direct their contribution in 1% increments to any of the Plan's fund options. The Matching Contributions and Base Contributions were invested in The Timken Company Common Stock Fund. Participants were not allowed to direct the investment of the Matching Contributions or Base Contributions made in Timken common shares until (i) attaining age 55, (ii) the third anniversary of the date on which such participant is hired, (iii) the date such participant obtains 3 years of Continuous Service, or (iv) following retirement. Core Contributions were invested based on the participant's investment election. Participants have access to their account information and the ability to make changes daily through an automated telecommunication system and through the Internet.

Participants were able to elect to have their vested dividends in The Timken Company Common Stock Fund distributed to them in cash rather than automatically reinvested in Timken common shares.

**Participant Accounts**

Each participant's account was credited with the participant's contributions and allocations of (a) the Company's contributions and (b) Plan earnings, and is charged administrative expenses, as appropriate. Allocations are based on participant earnings or account balances, as defined. Forfeited balances of terminated participants' nonvested accounts are used to reduce future Company contributions. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

**Vesting**

Participants were immediately vested in their contributions and Matching Contributions plus actual earnings thereon. Vesting in the Core Contribution portion of their account plus actual earnings thereon occurred after completion of three years of service. Vesting of the Base Contribution portion of their account plus actual earnings thereon occurred over a period of three years with 50% vested after one year and an additional 25% in years two and three.

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**OH&R Investment Plan**

**Notes To Financial Statements (continued)**

**1. Description of the Plan (continued)**

**Participant Notes Receivable**

Participants may borrow from their accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balance. Loan terms generally cannot exceed five years for general purpose loans and 30 years for residential loans. The loans are secured by the balance in the participant's account and bear interest at an interest rate of 1% in excess of the prime rate, as published the first business day of each month in the Wall Street Journal. Principal and interest are paid ratably through payroll deductions.

**Payment of Benefits**

As a result of their termination of service to The Timken Company due to the sale of Latrobe Steel Company, participants having a vested account balance greater than \$1,000 were given the option of transferring their account balance to another plan, (ii) receiving a lump-sum amount equal to the vested balance of their account, (iii) receiving installment payments of their vested assets over a period of time not to exceed their life expectancy, or (iv) leaving their vested account balance in the Plan. Participants having a vested account balance less than \$1,000 received a lump-sum amount equal to their vested account balance. Participants electing to leave their vested assets in the Plan may do so until age 70 1/2 after which time the lump-sum or installment distribution options would apply.

**Plan Termination**

Although it has not expressed any interest to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, the Trustee shall distribute to each participant the balance in their separate account.

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**OH&R Investment Plan**

**Notes To Financial Statements (continued)**

**2. Accounting Policies**

**Basis of Accounting**

The financial statements have been prepared on the accrual basis of accounting.

**Investment Valuation and Income Recognition**

The Plan's investments are stated at fair value and are invested in The Master Trust Agreement for the Company defined contribution plans (Master Trust), which was established for the investment of assets of the Plan and the seven other defined contribution plans sponsored by the Company. The fair value of the Plan's interest in the Master Trust is based on the value of the Plan's interest in the fund plus actual contributions and allocated investment income (loss) less actual distributions.

The Plan's trustee, JP Morgan (Trustee), maintains a collective investment trust of Timken common shares in which the Company's defined contribution plans participate on a unit basis. Timken common shares are traded on a national securities exchange and participation units in The Timken Company Common Stock Fund are valued at the last reported sales price on the last business day of the plan year. The valuation per unit of The Timken Company Common Stock Fund was \$10.85 and \$18.18 at December 31, 2008 and 2007, respectively.

Investments in registered investment companies, common collective funds and investment contracts are valued at the redemption value of units held at year-end. Participant loans are valued at cost, which approximates fair value.

Purchases and sales of securities are recorded on a trade-date basis. Dividends are recorded on the ex-dividend date.

**Use of Estimates**

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

**Table of Contents****OH&R Investment Plan****Notes To Financial Statements (continued)****3. Investments**

The Trustee holds all the Plan's investment assets and executes investment transactions. All investment assets of the Plan, except for the participant loans, are pooled for investment purposes in the Master Trust.

The following table presents a summary of the investments of the Master Trust as of December 31:

	2008	2007
Investments, at fair value:		
The Timken Company Common Stock Fund	\$ 225,514,383	\$ 324,783,232
Registered investment companies	221,647,760	340,698,963
Common collective funds	182,763,527	267,376,313
	<b>629,925,670</b>	932,858,508
Investment contracts, at fair value	156,437,336	149,281,023
Adjustments from fair value to contract value	20,458,669	3,584,578
Investment contracts, at contract value	176,896,005	152,865,601
	<b>\$ 806,821,675</b>	\$ 1,085,724,109

At December 31, 2008, The Timken Company Common Stock Fund consisted of 20,781,153 units of The Timken Company's common stock. The Plan's interest in the Master Trust as of December 31, 2008 and 2007 was 0.20% respectively.

**Table of Contents****OH&R Investment Plan****Notes To Financial Statements (continued)****3. Investments (continued)**

Investment income (loss) relating to the Master Trust is allocated to the individual plans based upon the average balance invested by each plan in each of the individual funds of the Master Trust. Investment income (loss) for the Master Trust is as follows:

	<b>Year Ended December 31,</b>	
	<b>2008</b>	<b>2007</b>
Net appreciation (depreciation) in fair value of investments determined by quoted market price:		
The Timken Company Common Stock Fund	<b>\$ (120,044,417)</b>	\$ 41,478,441
Registered investment companies	<b>(128,819,219)</b>	9,055,413
Common collective funds	<b>(73,116,499)</b>	14,493,137
	<b>(321,980,135)</b>	65,026,991
Net appreciation in investment contracts	<b>3,154,296</b>	5,567,300
Interest and dividends	<b>15,478,607</b>	26,138,420
Total Master Trust	<b>\$ (303,347,232)</b>	\$ 96,732,711

**4. Fair Value**

In September 2006, the Financial Accounting Standards Board (FASB) issued Statement of Financial Accounting Standards (SFAS) No. 157, *Fair Value Measurements*. SFAS No. 157 establishes a framework for measuring fair value that is based on the assumptions market participants would use when pricing an asset or liability and establishes a fair value hierarchy that prioritizes the information to develop those assumptions. Additionally, the standard expands the disclosures about fair value measurements to include separately disclosing the fair value measurements of assets or liabilities within each level of the fair value hierarchy. The implementation of SFAS No. 157, effective January 1, 2008, did not have a material impact on the Plan's financial statements.

**Table of Contents****OH&R Investment Plan****Notes To Financial Statements (continued)****4. Fair Value (continued)**

SFAS No. 157 defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (exit price). SFAS No. 157 classifies the inputs used to measure fair value into the following hierarchy:

Level 1 Unadjusted quoted prices in active markets for identical assets or liabilities.

Level 2 Unadjusted quoted prices in active markets for similar assets or liabilities, or unadjusted quoted prices for identical or similar assets or liabilities in markets that are not active, or inputs other than quoted prices that are observable for the asset or liability.

Level 3 Unobservable inputs for the asset or liability.

The following table presents the fair value hierarchy for those investments of the Master Trust measured at fair value on a recurring basis as of December 31, 2008:

	Total	Level 1	Level 2	Level 3
<b>Assets:</b>				
The Timken Company Common Stock Fund	\$ 225,514,383	\$	\$ 225,514,383	\$
Registered investment companies	221,647,760	221,647,760		
Common collective funds	182,763,527		182,763,527	
Investment contracts	176,896,005		176,896,005	
<b>Total Assets</b>	<b>\$ 806,821,675</b>	<b>\$ 221,647,760</b>	<b>\$ 585,173,915</b>	<b>\$</b>

The Timken Company Stock Fund participates in units and is valued based on the closing price of Timken Common Shares traded on a national securities exchange. Registered investment companies are valued based on quoted market prices reported on the active market on which the individual securities are traded. Common collective funds and investment contracts are valued based on quoted prices for similar assets in active markets.

**Table of Contents****OH&R Investment Plan****Notes To Financial Statements (continued)****5. Non-Participant-Directed Investments**

Information about the net assets and the significant components of changes in net assets related to non-participant-directed investments is as follows:

	<b>December 31,</b>	
	<b>2008</b>	<b>2007</b>
Investments, at fair value:		
Interest in Master Trust related to The Timken Company Common Stock Fund	<b>\$ 149,860</b>	\$ 277,478

	<b>Year Ended December 31, 2008</b>
Change in net assets:	
Net depreciation in fair value of investments	<b>\$ (105,847)</b>
Dividends	<b>5,559</b>
Benefits paid directly to participants	<b>(19,457)</b>
Expenses	<b>(257)</b>
Transfers to participant directed accounts	<b>(7,616)</b>
	<b>\$ (127,618)</b>

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**OH&R Investment Plan**

**Notes To Financial Statements (continued)**

**6. Investment Contracts**

The Master Trust invests in synthetic guaranteed investment contracts (GICs), or a Stable Value Fund, that credit a stated interest rate for a specified period of time. The Stable Value Fund provides principal preservation plus accrued interest through fully benefit-responsive wrap contracts issued by a third party which back the underlying assets owned by the Master Trust. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The investment contract issuer is contractually obligated to repay the principal at a specified interest rate that is guaranteed to the Plan.

As described in FASB Staff Position (FSP) AAG INV-1 and SOP 94-4-1, *Reporting of Fully Benefit-Responsive Investment Contracts Held by Certain Investment Companies Subject to the AICPA Investment Company Guide and Defined-Contribution Health and Welfare and Pension Plans* (the FSP), investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the fully benefit-responsive investment contracts. Contract value represents contributions made under the contracts, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

**Table of Contents****OH&R Investment Plan****Notes To Financial Statements (continued)****6. Investment Contracts (continued)**

There are no reserves against contract value for credit risk of the contract issuer or otherwise. The crediting interest rates for the wrap contracts are calculated on a quarterly basis (or more frequently if necessary) using contract value, market value of the underlying fixed income portfolio, the yield of the portfolio, and the duration of the index, but cannot be less than zero.

Average yields for synthetic GICS	December 31,	
	2008	2007
Based on actual earnings	6.5%	6.7%
Based on interest rate credited to participants	3.2%	5.4%

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500:

	December 31,	
	2008	2007
Net assets available for benefits per the financial statements	\$ 1,605,593	\$ 2,200,089
Adjustment from contract value to fair value for fully benefit-responsive investment contracts	(47,725)	(9,360)
Net assets available for benefits per the Form 5500	\$ 1,557,868	\$ 2,190,729

The fully benefit-responsive investment contracts have been adjusted from fair value to contract value for purposes of the financial statements. For purposes of the Form 5500, the investment contracts will be stated at fair value.

**7. Risks and Uncertainties**

The Master Trust invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

**Table of Contents****OH&R Investment Plan****Notes To Financial Statements (continued)****8. Income Tax Status**

The Plan has received a determination letter from the IRS dated April 23, 2003, stating that the Plan is qualified under Section 401(a) of the Internal Revenue Code (the Code), and therefore, the related trust is exempt from taxation. Subsequent to this determination by the Internal Revenue Service, the Plan was amended. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The Plan Administrator believes the Plan is being operated in compliance with the applicable requirements of the Code and, believes that the Plan, as amended, is qualified and the related trust is tax-exempt. The Plan Administrator will take the necessary steps, if any, to maintain compliance with the Code.

**9. Related-Party Transactions**

Related-party transactions included the investments in the common stock of the Company and the investment funds of the Trustee. Such transactions are exempt from being prohibited transactions.

The following is a summary of transactions in Timken common shares with the Master Trust for the year ended December 31, 2008:

	<b>Shares</b>	<b>Dollars</b>
<b>Purchased</b>	2,710,653	\$ 37,524,874
Issued to participants for payment of benefits	122,559	1,424,418

Benefits paid to participants include payments made in Timken common shares valued at quoted market prices at the date of distribution.

Certain legal and accounting fees and certain administrative expenses relating to the maintenance of participant records are paid by The Timken Company. Fees paid during the year for services rendered by parties in interest were based on customary and reasonable rates for such services.

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**SIGNATURES**

*The Plan.* Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other person who administer the employee benefit plan) have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

OH&R INVESTMENT PLAN

Date: June 26, 2009

By: /s/ Scott A. Scherff  
Scott A. Scherff  
Assistant Secretary