

TIMKEN CO
Form 4
August 05, 2010

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 *
ARNOLD MICHAEL C

(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)
08/03/2010

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)
ExVP Brngs & Pwr Transmission

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	08/03/2010		M		15,000	A	\$ 24.14
Common Stock	08/03/2010		S		13,158	D	\$ 34.28
Common Stock	08/03/2010		F		1,842	D	\$ 34.4
Common Stock	08/03/2010		M		30,000	A	\$ 25.21
Common Stock	08/03/2010		S		26,699	D	\$ 34.15

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Common Stock	08/03/2010	F	3,301	D	\$ 34.4	80,791	D	
Common Stock	08/03/2010	M	30,000	A	\$ 30.93	110,791	D	
Common Stock	08/03/2010	S	28,735	D	\$ 34.22	82,052	D	
Common Stock	08/03/2010	F	1,265	D	\$ 34.46	80,791	D	
Common Stock	08/03/2010	M	26,250	A	\$ 29.23	107,041	D	
Common Stock	08/03/2010	S	24,609	D	\$ 34.32	82,432	D	
Common Stock	08/03/2010	F	1,641	D	\$ 34.46	80,791	D	
Common Stock	08/03/2010	M	20,850	A	\$ 30.7	101,641	D	
Common Stock	08/03/2010	S	19,577	D	\$ 34.35	82,064 ⁽¹⁾	D	
Common Stock						18,403	I	401(k)

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. 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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Employee Stock Option (right to buy)	\$ 24.14	08/03/2010		M	15,000	04/20/2005 ⁽²⁾	04/20/2014	Common Stock	15,000

Employee Stock Option (right to buy)	\$ 25.21	08/03/2010	M	30,000	01/31/2006 ⁽³⁾	01/31/2015	Common Stock	30,0
Employee Stock Option (right to buy)	\$ 30.93	08/03/2010	M	30,000	02/06/2007 ⁽⁴⁾	02/06/2016	Common Stock	30,0
Employee Stock Option (right to buy)	\$ 29.23	08/03/2010	M	26,250	02/05/2008 ⁽⁵⁾	02/05/2017	Common Stock	26,2
Employee Stock Option (right to buy)	\$ 30.7	08/03/2010	M	20,850	02/04/2009 ⁽⁶⁾	02/04/2018	Common Stock	20,8

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ARNOLD MICHAEL C 1835 DUEBER AVE. S. W. CANTON, OH 44706			Ex VP Brngs & Pwr Transmission	

Signatures

Scott A. Scherff - Attorney
in Fact

08/05/2010

__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) Total includes 142 shares received through dividend reinvestment in 2010.
- (2) 30,000 shares granted on 4/20/2004 (previously reported on a Form 4) vested in 25% increments per year.
- (3) 30,000 shares granted on 1/31/2005 (previously reported on a Form 4) vest in 25% increments per year.
- (4) 30,000 shares granted on 2/6/2006 (previously reported on a Form 4) vest in 25% increments per year.
- (5) 35,000 shares granted on 2/5/2007 (previously reported on a Form 4) vest in 25% increments per year.
- (6) 41,700 shares granted on 2/4/2008 (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.