

TIMKEN CO  
Form 4  
August 26, 2005

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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)  
08/24/2005

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)  
President - Industrial

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 or Price (A) or (D)		
Common Stock	08/24/2005		M		8,750 A \$ 15.02	54,956	D
Common Stock	08/24/2005		S		8,750 D \$ 27.79	46,206	D
Common Stock	08/24/2005		M		11,250 A \$ 25.4	47,456	D
Common Stock	08/24/2005		S		11,250 D \$ 27.79	46,206	D
Common Stock	08/24/2005		M		10,000 A \$ 17.56	56,206	D

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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 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 Security (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 15.02	08/24/2005		M	8,750	04/17/2001 <sup>(1)</sup> 04/17/2011	Common Stock	8,750	
Employee Stock Option (right to buy)	\$ 25.4	08/24/2005		M	11,250	04/16/2002 <sup>(2)</sup> 04/16/2012	Common Stock	11,250	
Employee Stock Option (right to buy)	\$ 17.56	08/24/2005		M	10,000	04/15/2003 <sup>(3)</sup> 04/15/2013	Common Stock	10,000	
Employee Stock Option	\$ 24.14	08/24/2005		M	7,500	04/20/2004 <sup>(4)</sup> 04/20/2004	Common Stock	7,500	

(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
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<u>    </u> **Signature of Reporting Person	Date
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# 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.  
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