

TIMKEN CO
Form S-8
April 20, 2004

As filed with the Securities and Exchange Commission on April 20, 2004.

Registration No. 333-_____

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

**FORM S-8
REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933**

THE TIMKEN COMPANY
(Exact name of registrant as specified in its charter)

Ohio
(State or other jurisdiction of
incorporation or organization)

34-0577130
(I.R.S. Employer
Identification No.)

1835 Dueber Avenue, S.W., Canton, Ohio 44706-2798
(Address of principal executive offices including zip code)

LONG-TERM INCENTIVE PLAN
(As Amended and Restated as of February 6, 2004)
(Full title of the plan)

Scott A. Scherff
Corporate Secretary and Assistant General Counsel
1835 Dueber Avenue, S.W.
Canton, Ohio 44706-2798
(Name and address of agent for service)

(330) 438-3000
(Telephone number, including area code, of agent for service)

CALCULATION OF REGISTRATION FEE

| Title of Securities to be Registered (1) | Amount to be Registered | Proposed Maximum Offering Price Per Share | Proposed Maximum Aggregate Offering Price (2) | Amount of Registration Fee |
|---|-------------------------------|---|---|----------------------------------|
| Common Stock without par value | 4,500,000 shares | \$23.80 | \$107,100,000 | \$13,570.00 |

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- (1) Pursuant to Rule 416(c) under the Securities Act of 1933, this registration statement also covers such additional Common Shares as may become issuable pursuant to the anti-dilution provisions of the Registrant's Long-Term Incentive Plan (As Amended and Restated as of February 6, 2004) (the Plan).

 - (2) Estimated pursuant to paragraphs (c) and (h) of Rule 457 under the Securities Act on the basis of the average of the high and low sale prices for Common Stock on the New York Stock Exchange on April 15, 2004.
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Pursuant to General Instruction E to Form S-8, the contents of Registration Statement No. 333-86452 filed with the Securities and Exchange Commission (the Commission) on April 17, 2002, Registration Statement No. 333-35154 filed with the Commission on April 19, 2000 and Registration Statement No. 333-02553 filed with the Commission on April 16, 1996 are incorporated herein by reference. This registration statement on Form S-8 is filed for the purpose of registering an additional 4,500,000 Common Shares of the Registrant under the Plan.

Item 8. Exhibits.

The following Exhibits are being filed as part of this registration statement:

- 4(a) Amended Articles of Incorporation of the Registrant (filed as an exhibit to the Registrant's Form S-8 Registration Statement No. 333-02553 and incorporated herein by reference).
- (b) Amended Code of Regulations of the Registrant (filed as an exhibit to the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2002, (File No. 1-1169) and incorporated herein by reference).
- (c) The Timken Company Long-Term Incentive Plan (as Amended and Restated as of February 6, 2004) (filed as an Exhibit to the Registrant's Definitive Proxy Statement in connection with its 2004 Annual Meeting and incorporated herein by reference).
- 5 Opinion of Counsel.
- 23(a) Consent of Independent Auditors.
- 23(b) Consent of Counsel (included in Exhibit 5).
- 24 Power of Attorney.

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing this registration statement on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Canton, State of Ohio, on this 20th day of April 2004.

THE TIMKEN COMPANY

By: /s/Scott A. Scherff

Scott A. Scherff
Corporate Secretary and Assistant General Counsel

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Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

| <u>Signature</u> | <u>Title</u> | <u>Date</u> |
|-----------------------------------|--|----------------|
| * _____ James W. Griffith | President, Chief Executive Officer and Director (Principal Executive Officer) | April 20, 2004 |
| * _____ Glenn A. Eisenberg | Executive Vice President Finance and Administration (Principal Financial Officer) | April 20, 2004 |
| * _____ Sallie B. Bailey | Senior Vice President Finance and Controller (Principal Accounting Officer) | April 20, 2004 |
| * _____ W.R. Timken, Jr. | Director | April 20, 2004 |
| * _____ Jerry J. Jasinowski | Director | April 20, 2004 |
| * _____ John A. Luke, Jr. | Director | April 20, 2004 |
| * _____ Robert W. Mahoney | Director | April 20, 2004 |
| * _____ Jay A. Precourt | Director | April 20, 2004 |
| * _____ Joseph W. Ralston | Director | April 20, 2004 |
| * _____ Frank C. Sullivan | Director | April 20, 2004 |
| * _____ John M. Timken, Jr. | Director | April 20, 2004 |

* Director April 20, 2004

Ward J. Timken

* Director April 20, 2004

Ward J. Timken, Jr.

* Director April 20, 2004

Joseph F. Toot, Jr.

Signature

Title

Date

*

Director

April 20, 2004

Jacqueline F. Woods

* This Registration Statement has been signed on behalf of the above-named directors and officers of the Company by Scott A. Scherff, Corporate Secretary and Assistant General Counsel of the Company, as attorney-in-fact pursuant to a power of attorney filed with the Securities and Exchange Commission as Exhibit 24 to this registration statement.

DATED: April 20, 2004

By: /s/Scott A. Scherff

Scott A. Scherff, Attorney-in-Fact

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EXHIBIT INDEX

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