TIMKEN JOHN M JR

Form 4 May 02, 2007

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

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

may continue. See Instruction

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * TIMKEN JOHN M JR

2. Issuer Name and Ticker or Trading

Symbol

TIMKEN CO [TKR]

3. Date of Earliest Transaction

(Month/Day/Year) 04/30/2007

200 MARKET AVENUE NORTH, **SUITE 210**

(Street)

(First)

(Middle)

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

_X__ Director 10% Owner _Other (specify Officer (give title below)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

CANTON, OH 44702-1437

(City)	(State)	(Zip) Ta	ble I - Non	-Derivative	e Secu	rities Acqui	red, Disposed of	, or Beneficia	ally Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	ransactionor Disposed of (D) ode (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)	
Common			Code V	Amount	(D)	Price	(Ilisti. 3 alid 4)		
Stock	05/01/2007		A	2,500	A	\$ 32.93	381,814	D	
Common Stock	05/02/2007		M	3,000	A	\$ 25.4	384,814	D	
Common Stock	05/02/2007		S	3,000	D	\$ 33.7429	381,814	D	
Common Stock	05/02/2007		M	3,000	A	\$ 24.14	384,814	D	
Common Stock	05/02/2007		S	3,000	D	\$ 33.7429	381,814	D	

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Common Stock	05/02/2007	M		3,000	A	\$ 26.35	384,814	D	
Common Stock	05/02/2007	S		3,000	D	\$ 33.7429	381,814	D	
Common Stock							3,017	I	By self as advisor to trust (6)
Common Stock							10,460	I	By Spouse
Common Stock	05/01/2007	J	V	26,423	D	\$ 0	0	I	By Child <u>(1)</u> <u>(7)</u>
Common Stock							116,000	I	Beneficiary of Trust (2)
Common Stock							177,800	I	Advisor of Trust (3)
Common Stock							56,437	I	Trustee (4)
Common Stock	04/30/2007	S		17,500	D	\$ 33.1734	500,000	I	Co-Trustee (5)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Buy)

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SEC 1474

(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. Transactio Code (Instr. 8)	5. Number iom 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 Underlying Securitie (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amour or Number of Shares
Nonqualified Stock Option (Right to	\$ 25.4	05/02/2007		M		3,000	04/16/2003	04/16/2012	Common Stock	3,00

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Nonqualified Stock Option (Right to Buy)	\$ 24.14	05/02/2007	M	3,000	04/20/2005	04/20/2014	Common Stock	3,00
Nonqualified Stock Option (Right to Buy)	\$ 26.35	05/02/2007	M	3,000	04/19/2006	04/19/2015	Common Stock	3,00

Reporting Owners

Reporting Owner Name / Address	Relationships						
•	Director	10% Owner	Officer	Other			

TIMKEN JOHN M JR 200 MARKET AVENUE NORTH, SUITE 210 X CANTON, OH 44702-1437

Signatures

John M. 05/02/2007 Timken, Jr.

**Signature of Date
Reporting Person

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) DISCLAIMER: Undersigned disclaims any beneficial interest.
- (2) Beneficiary of John M. Timken Trust D FBO John M. Timken, Jr.
- (3) Advisor for five subtrusts of John M. Timken No. 1, Fund A, Marital.
- (4) Trustee for Susan H. Timken Generation Skipping Trust
- (5) Co-Trustee of Trust U/Will of H.H. Timken, Jr. DISCLAIMER: Undersigned disclaims beneficial ownership, except for his one-sixth income interest in the trust.
- (6) By Self as advisor to trustee for John M Timken, Jr. Revocable Trust
- (7) The reporting person no longer has a reportable interest in 26,423 shares of stock held by his youngest child, which were included in the reporting person's prior reports.

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.

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