TIMKEN CO Form 4 August 26, 2005

# FORM 4

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

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Form 4 or Form 5

(Middle)

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 See Instruction

2. Issuer Name and Ticker or Trading

TIMKEN CO [TKR]

3 Date of Earliest Transaction

Symbol

**SECURITIES** 

1(b).

(Last)

(Print or Type Responses)

ARNOLD MICHAEL C

1. Name and Address of Reporting Person \*

(First)

obligations

may continue.

(Last)	(First) (N	viidale) 3. Date (	of Earliest Ti	ransaction						
		(Month/	Day/Year)				Director		Owner	
1835 DUEI	08/24/2	08/24/2005				_X_ Officer (give		er (specify		
							below)	below) dent - Industria	1	
							Piesi	dent - maustra	l	
	4. If Am	mendment, Date Original				6. Individual or Joint/Group Filing(Check				
		Filed(Mo	onth/Day/Year	r)			Applicable Line)			
							_X_ Form filed by 0			
CANTON,	OH 44706						Form filed by More than One Reporting Person			
							Person			
(City)	(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securit	ties Ac	cauired	5. Amount of	6.	7. Nature of	
Security	(Month/Day/Year)	Execution Date, if		on(A) or Di			Securities	Ownership	Indirect	
(Instr. 3)	•	any	Code	(Instr. 3,	-		Beneficially	Form: Direct	Beneficial	
		(Month/Day/Year)	(Instr. 8)				Owned	(D) or	Ownership	
							Following	Indirect (I)	(Instr. 4)	
					(A)		Reported	(Instr. 4)		
					or		Transaction(s)			
			Code V	Amount	(D)	Price	(Instr. 3 and 4)			
Common	00/24/2005		M	0.750		\$	54.056	D		
Stock	08/24/2005		M	8,750	A	15.02	54,956	D		
Common	08/24/2005		S	8,750	D	\$	46,206	D		
Stock	00/2 1/2002		D	0,700		27.79	10,200	2		
Common										
Stock	08/24/2005		M	11,250	A	\$ 25.4	47,456	D		
Stock										
Common	09/24/2005		C	11.250	D	\$	46.206	D		
Stock	08/24/2005		S	11,250	D	27.79	46,206	D		
						4				
Common	08/24/2005		M	10,000	A	\$	56,206	D		
Stock				20,000		17.56	2 0,200	_		

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

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response...

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

Estimated average

burden hours per

#### Edgar Filing: TIMKEN CO - Form 4

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)	e 3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of tionDerivative Securities (a) 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 Securitic (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Employee Stock Option (right to buy)	\$ 15.02	08/24/2005		M		8,750	04/17/2001(1)	04/17/2011	Common Stock	8,75
Employee Stock Option (right to buy)	\$ 25.4	08/24/2005		M		11,250	04/16/2002(2)	04/16/2012	Common Stock	11,2
Employee Stock Option (right to buy)	\$ 17.56	08/24/2005		M		10,000	04/15/2003(3)	04/15/2013	Common Stock	10,0
Employee Stock Option	\$ 24.14	08/24/2005		M		7,500	04/20/2004(4)	04/20/2004	Common Stock	7,50

(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

\*\*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) 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. 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.

Reporting Owners 3