

TIMKEN JOHN M JR
Form 4
May 04, 2011

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 *
TIMKEN JOHN M JR

(Last) (First) (Middle)
200 MARKET AVE., SUITE 210
(Street)

CANTON, OH 44702-1437

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
TIMKEN CO [TKR]

3. Date of Earliest Transaction (Month/Day/Year)
05/02/2011

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)

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	05/02/2011		G	1,000 D \$ 0	380,854	D	
Common Stock					10,460	I	By Spouse
Common Stock					116,000	I	Beneficiary of Trust ⁽²⁾
Common Stock					144,489	I	Advisor of Trust ^{(1) (4)}
Common Stock					56,437	I	Trustee ^{(1) (3)}
					460,000	I	

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Common
Stock

Co-Trustee
(5)

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)

Table with 10 columns: 1. Title of Security, 2. Conversion or Exercise Price of Derivative Security, 3. Transaction Date, 3A. Deemed Execution Date, if any, 4. Transaction Code, 5. Number of Derivative Securities, 6. Date Exercisable and Expiration Date, 7. Title and Amount of Underlying Securities, 8. Price of Derivative Security, 9. Number of Derivative Securities. Includes sub-headers for Date Exercisable, Expiration Date, and Title or Number of Shares.

Reporting Owners

Table with 2 rows and 2 columns: Reporting Owner Name / Address, Relationships (Director, 10% Owner, Officer, Other). Row 1: TIMKEN JOHN M JR, 200 MARKET AVE., SUITE 210, CANTON, OH 44702-1437, X.

Signatures

John M. Timken, Jr 05/04/2011

**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) DISCLAIMER: Undersigned disclaims any beneficial interest.
(2) Beneficiary of John M. Timken Trust D FBO John M. Timken, Jr.

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- (3) Trustee for Susan H. Timken Generation Skipping Trust.
- (4) Advisor for five subtrusts for John M. Timken No.1, Fund A, Marital.
- (5) Co-Trustee for Trust U/Will of H.H. Timken, Jr DISCLAIMER: Undersigned disclaims beneficial ownership, except for his one-sixth income interest in the trust.

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.