

TIMKEN CO

Form 4

February 13, 2012

**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  
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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**TIMKEN WARD J JR**

(Last) (First) (Middle)

1835 DUEBER AVENUE, 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)

02/09/2012

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)

Chairman of the Board

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       |                                         |                                                             |                                      | (A)<br>or<br>(D)                                                           | 229,776                                                                                                            | D                                                                    |                                                                   |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                            | 67,049                                                                                                             | I                                                                    | By Self as<br>Manager of<br>LLC <sup>(1)</sup>                    |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                            | 17,061                                                                                                             | I                                                                    | Savings Inv.<br>Plan                                              |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                            | 2,810                                                                                                              | I                                                                    | By Spouse<br><sup>(2)</sup>                                       |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                            | 11,955                                                                                                             | I                                                                    | By Child                                                          |

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|              |        |   |                                                      |
|--------------|--------|---|------------------------------------------------------|
| Common Stock | 11,255 | I | By Child                                             |
| Common Stock | 53,000 | I | By self as Co-Trustee and beneficiary <sup>(3)</sup> |
| Common Stock | 6,000  | I | By self as Co-Trustee <sup>(2) (4)</sup>             |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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. 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 Securities (Instr. 3 and 4) |                 |              |                            |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-----|---------------------------------------------------------------|-----------------|--------------|----------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V                                                                                       | (A)                                                      | (D) | Date Exercisable                                              | Expiration Date | Title        | Amount or Number of Shares |
| Nonqualified Stock Option (Right to buy)   | \$ 51.76                                               | 02/09/2012                           |                                                    | M                              |                                                                                         | 90,200                                                   |     | <u>(5)</u>                                                    | 02/09/2022      | Common Stock | 90,200                     |
| Performance Rights                         | <u>(6)</u>                                             | 02/09/2012                           |                                                    | M                              |                                                                                         | 24,000                                                   |     | <u>(6)</u>                                                    | 12/31/2014      | Common Stock | 24,000                     |

## Reporting Owners

| Reporting Owner Name / Address                                   | Relationships |           |                       |       |
|------------------------------------------------------------------|---------------|-----------|-----------------------|-------|
|                                                                  | Director      | 10% Owner | Officer               | Other |
| TIMKEN WARD J JR<br>1835 DUEBER AVENUE, S.W.<br>CANTON, OH 44706 | X             |           | Chairman of the Board |       |

## Signatures

Ward J. Timken,  
Jr.

02/13/2012

    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) By self as sole manager of the WJ Timken Jr Family, LLC. Members of the LLC include the reporting person, immediate family members and trusts for the benefit of immediate family members.

(2) DISCLAIMER: Undersigned disclaims all beneficial ownership

(3) By self as Co-Trustee and beneficiary of the Ward J. Timken Trust FBO Ward J. Timken, Jr.

(4) By self as Co-Trustee of the Ward J. Timken Trust FBO Grandchildren

(5) Nonqualified stock option with limited transferability granted pursuant to The Timken Company Long-Term Incentive Plan. Option becomes exercisable in annual 25 percent increments beginning February 9, 2013, the anniversary of the date of the grant. Option becomes fully exercisable upon the occurrence of a change in control of the Company or other similar event.

(6) Performance based restricted stock are subject to certain performance criteria between 1/1/2012 and 12/31/2014 and if the criteria is met then they fully vest 3 years therefrom.

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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