

TIMKEN CO

Form 4

February 14, 2005

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
ARNOLD MICHAEL C

(Last) (First) (Middle)

1835 DUEBER AVE. 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)

02/10/2005

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify
below)

President - Industrial

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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)
Common Stock	02/10/2005		M	V Amount (A) or (D) Price 11,900 A \$ 19.56	52,822	D	
Common Stock	02/10/2005		S	10,524 D \$ 27.46	42,298	D	
Common Stock	02/10/2005		F	1,376 D \$ 27.46	40,922	D	
Common Stock	02/10/2005		M	4,000 A \$ 18.69	44,922	D	
Common Stock	02/10/2005		S	3,538 D \$ 27.46	41,384	D	

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Common Stock	02/10/2005	F	462	D	\$ 27.46	40,922	D	
Common Stock	02/10/2005	M	6,000	A	\$ 22.06	46,922	D	
Common Stock	02/10/2005	S	5,306	D	\$ 27.46	41,616	D	
Common Stock	02/10/2005	F	694	D	\$ 27.46	40,922	D	
Common Stock	02/10/2005	M	10,000	A	\$ 17.56	50,922	D	
Common Stock	02/10/2005	S	8,843	D	\$ 27.46	42,079	D	
Common Stock	02/10/2005	F	1,157	D	\$ 27.46	40,922	D	
Common Stock	02/10/2005	M	30,000	A	\$ 15.88	70,922	D	
Common Stock	02/10/2005	S	26,529	D	\$ 27.46	44,393	D	
Common Stock	02/10/2005	F	3,471	D	\$ 27.46	40,922	D	
Common Stock	02/10/2005	M	26,250	A	\$ 15.02	67,172	D	
Common Stock	02/10/2005	S	14,410	D	\$ 27.44	52,762	D	
Common Stock	02/10/2005	F	3,821	D	\$ 27.44	48,941	D	
Common Stock						9,197	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)	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,	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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and 5)

			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee stock option (right to buy)	\$ 19.56	02/10/2005	M			11,900	04/20/2000 ⁽¹⁾	04/20/2009	Common Stock	11,900
Employee Stock Option (right to buy)	\$ 18.69	02/10/2005	M			4,000	04/18/1996 ⁽²⁾	04/18/2005	Common Stock	4,000
Employee Stock Option (right to buy)	\$ 22.06	02/10/2005	M			6,000	04/16/1997 ⁽³⁾	04/16/2006	Common Stock	6,000
Employee Stock Option (right to buy)	\$ 17.56	02/10/2005	M			10,000	04/15/2004 ⁽⁴⁾	04/15/2013	Common Stock	10,000
Employee Stock Option (right to buy)	\$ 15.88	02/10/2005	M			30,000	04/18/2001 ⁽⁵⁾	04/18/2010	Common Stock	30,000
Employee Stock Option (right to buy)	\$ 15.02	02/10/2005	M			26,250	04/17/2002 ⁽⁶⁾	04/17/2011	Common Stock	26,250

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

02/14/2005

__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) 11,900 shares granted on 4/20/1999 (previously reported on a Form 4) vest in 25% increments over 4 years.

(2) 4,000 shares granted on 4/18/1995 (previously reported on a Form 4) vest in 25% increments over 4 years.

(3) 6,000 shares granted on 4/16/1996 (previously reported on a Form 4) vest in 25% increments over 4 years.

(4) 40,000 shares granted on 4/15/2003 (previously reported on a Form 4) vest in 25% increments over 4 years.

(5) 30,000 shares granted on 4/18/2000 (previously reported on a Form 4) vest in 25% increments over 4 years.

(6) 35,000 shares granted on 4/17/2001 (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.

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