

TIMKEN CO
Form 4
August 16, 2005

FORM 4

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

OMB APPROVAL

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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 WILLIAM ROBERT JR

(Last) (First) (Middle)

THE TIMKEN COMPANY, 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)

08/14/2005

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 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				(A) or (D)	286,965	D ⁽¹⁾	
Common Stock				V Amount (D) Price	429	I	Savings Inv. Plan ⁽¹⁾
Common Stock					100,000	I	Co-Trustee ^{(1) (2)}

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

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number.

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
Options to Buy <u>(1)</u>	\$ 33.75					<u>(3)</u>	04/21/2008	Common Stock	90,000
Options to Buy <u>(1)</u>	\$ 15.875					<u>(4)</u>	04/18/2010	Common Stock	135,000
Options to Buy <u>(1)</u>	\$ 15.02					<u>(5)</u>	08/14/2010 ⁽⁹⁾	Common Stock	135,000
Options to Buy <u>(1)</u>	\$ 25.4					<u>(6)(8)</u>	08/14/2010 ⁽⁹⁾	Common Stock	100,000
Options to Buy <u>(1)</u>	\$ 17.56					<u>(7)(8)</u>	08/14/2010 ⁽⁹⁾	Common Stock	165,000
Options to Buy <u>(1)</u>	\$ 24.14					04/20/2005	08/14/2010 ⁽⁹⁾	Common Stock	3,000
Options to Buy <u>(1)</u>	\$ 26.35					08/14/2005 ⁽⁸⁾	08/14/2010 ⁽⁹⁾	Common Stock	3,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TIMKEN WILLIAM ROBERT JR THE TIMKEN COMPANY 1835 DUEBER AVENUE, S.W.	X			Chairman of the Board

CANTON, OH 44706

Signatures

W.R. Timken, Jr

08/16/2005

 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).

This form is being filed for the sole purpose of informing the market that the reporting person has terminated his insider status due to his

(1) retirement from the Board of Directors and as Chairman of the Board, effective August 14, 2005. The reported holdings reflect the reporting person's beneficial ownership as of the date of termination of service.

(2) By self as Co-Trustee for Sue Shaffer Timken 2005 Revocable Trust.

Employee stock option with limited transferability granted pursuant to The Timken Company Long-Term Incentive Plan. Option became exercisable in annual 25 percent increments which began on April 21, 1999, the first anniversary of the date of the grant. Option becomes

(3) fully exercisable upon the occurrence of a change in control of the Company or other similar event. Option included rights to receive dividend equivalents payable in shares of common stock on a deferred basis.

(4) Same as (3) above, except option became exercisable in annual 25 percent increments which began on April 18, 2001, the first anniversary of the date of the grant.

(5) Same as (3) above, except option became exercisable in annual 25 percent increments which began on April 17, 2002, the first anniversary of the date of the grant.

(6) Same as (3) above, except option became exercisable in annual 25 percent increments which began on April 16, 2003, the first anniversary of the date of the grant.

(7) Same as (3) above, except option became exercisable in annual 25 percent increments which began on April 15, 2004, the first anniversary of the date of the grant.

(8) All options that were previously unvested, vested upon retirement from the Board of Directors on August 14, 2005.

(9) Option to exercise expires 5 years after the date of retirement from the Board of Directors.

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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