TIMKEN CO
Form 4
November 04, 2004

FORM 4

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

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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
TIMKEN WARD JACKSON

(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)
11/03/2004

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/03/2004		M		1,250	A	$ 18.6875	453,418	D	
Common Stock	11/03/2004		M		7,000	A	$ 15.02	460,418	D	
Common Stock	11/03/2004		S		8,250	D	$ 24.5353	452,168	D	
Common Stock								2,475	I	Savings Inv. Plan
Common Stock								45,217	I	By Spouse (1)

Common Stock	45,528	I	Co-Trustee (1) (2)	
Common Stock	45,528	I	Co-Trustee (1) (3)	
Common Stock	45,528	I	Co-Trustee (1) (4)	
Common Stock	24,000	I	Co-Trustee (1) (5)	

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

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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)		8 D S (I
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee Stock Option (Right to Buy)	$ 18.6875	11/03/2004		M			1,250	(6)	04/18/2005	Common Stock	1,250	
Employee Stock Option (Right to Buy)	$ 15.02	11/03/2004		M			7,000	(7)	12/31/2008	Common Stock	7,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
	X			

TIMKEN WARD JACKSON
THE TIMKEN COMPANY
1835 DUEBER AVENUE, S.W.
CANTON, OH 44706

Signatures

Ward J. Timken	11/04/2004
**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 ownership.

(2) Indirect beneficial ownership by self as co-trustee for WR Timken Trust VIII, FBO Robert R. Timken.

(3) Indirect beneficial ownership by self as co-trustee for WR Timken Trust IX, FBO Ward J. Timken, Jr.

(4) Indirect beneficial ownership by self as co-trustee for WR Timken Trust X, FBO Elizabeth Blyth Timken.

(5) Indirect beneficial ownership by self as co-trustee for WR Timken Trust FBO Great-Grandchildren.

(6) Option was granted to the reporting person under the Timken Company Long-Term Incentive Plan pursuant to an exemption under Rule 16b-3. Option became exercisable in annual 25 percent increments beginning on April 18, 1996, the first anniversary of the date of the grant. Option includes rights to receive dividend equivalents payable in shares of common stock on a deferred basis. The total option granted (as adjusted for a 2 for 1 stock split) was for 5,000 shares, of which 3,750 have been previously exercised.

(7) Employee stock option with limited transferability granted pursuant to the Timken Company Long-Term Incentive Plan. Option became exercisable in annual 25 percent increments beginning on April 17, 2002, the first anniversary of the date of the grant. Option became fully exercisable upon the retirement of the reporting person on December 31, 2003. Option includes rights to receive dividend equivalents payable in shares of common stock on a deferred basis.

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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