

TIMKEN CO

Form 4

April 20, 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

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(Print or Type Responses)

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

(Last) (First) (Middle)

**THE TIMKEN COMPANY, 200  
MARKET AVE. N., SUITE 210**

(Street)

**CANTON, OH 44702**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

**TIMKEN CO [TKR]**

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

**04/19/2005**

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)

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.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or 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:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 04/19/2005                              |                                                             | A                                       | 1,000 A<br>\$ 26.875                                                    | 453,168                                                                                                            | D                                                                       |                                                                   |
| Common<br>Stock                       |                                         |                                                             |                                         |                                                                         | 4,515                                                                                                              | I                                                                       | Savings Inv.<br>Plan                                              |
| Common<br>Stock                       |                                         |                                                             |                                         |                                                                         | 45,217                                                                                                             | I                                                                       | By Spouse<br>(1)                                                  |
| Common<br>Stock                       |                                         |                                                             |                                         |                                                                         | 45,528                                                                                                             | I                                                                       | Co-Trustee<br>(1) (2)                                             |
| Common<br>Stock                       |                                         |                                                             |                                         |                                                                         | 45,528                                                                                                             | I                                                                       | Co-Trustee<br>(1) (3)                                             |

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|                 |        |   |                       |
|-----------------|--------|---|-----------------------|
| Common<br>Stock | 45,528 | I | Co-Trustee<br>(1) (4) |
| Common<br>Stock | 24,000 | I | Co-Trustee<br>(1) (5) |

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<br>Derivative<br>Security<br>(Instr. 3)              | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount<br>Underlying Securities<br>(Instr. 3 and 4) |                    |                 |                                        |
|------------------------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|------------------------------------------------------------------|--------------------|-----------------|----------------------------------------|
|                                                                  |                                                                       |                                         |                                                             | Code                                    | V                                                                                                               | (A)                                                            | (D) | Date<br>Exercisable                                              | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of<br>Shares |
| Nonqualified<br>Stock Option<br>(Right to<br>Buy) <sup>(6)</sup> | \$ 26.35                                                              | 04/19/2005                              |                                                             | A                                       |                                                                                                                 | 3,000                                                          |     | 04/19/2006                                                       | 04/19/2015         | Common<br>Stock | 3,000                                  |

## Reporting Owners

| Reporting Owner Name / Address                                                                 | Relationships                    |
|------------------------------------------------------------------------------------------------|----------------------------------|
|                                                                                                | Director 10% Owner Officer Other |
| TIMKEN WARD JACKSON<br>THE TIMKEN COMPANY<br>200 MARKET AVE. N., SUITE 210<br>CANTON, OH 44702 | X                                |

## Signatures

Ward J. Timken 04/20/2005  
 \*\*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) 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.

Nonqualified Stock Option with limited transferability granted to the reporting person pursuant to the Timken Company Long-Term

- (6) Incentive Plan. Option becomes fully exercisable beginning on April 19, 2006, the first 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.

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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