

TIMKEN CO
Form 3
May 10, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB
Number: 3235-0104
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Walker Donald L		(Month/Day/Year)	TIMKEN CO [TKR]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
1835 DUEBER AVE SW			(Check all applicable)	
(Street)			☐ Director ☐ 10% Owner ☒ Officer ☐ Other (give title below) (specify below) Sr. VP - HR and OA	
CANTON,Â OHÂ 44706			6. Individual or Joint/Group Filing(Check Applicable Line) ☒ Form filed by One Reporting Person ☐ Form filed by More than One Reporting Person	
(City)	(State)	(Zip)		

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	19,199	D	Â
Common Stock (restricted)	3,250 ⁽¹⁾	D	Â
Common Stock	5,424	I	401(k)

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership
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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Employee stock options - right to buy	02/02/2010 ⁽²⁾	02/02/2019	Common Stock	3,550	\$ 0	D	Â
Employee stock options - right to buy	02/08/2011 ⁽³⁾	02/08/2020	Common Stock	7,200	\$ 0	D	Â
Employee stock options - right to buy	02/08/2012 ⁽⁴⁾	02/08/2021	Common Stock	8,300	\$ 0	D	Â
Employee stock options - right to buy	02/09/2013 ⁽⁵⁾	02/09/2022	Common Stock	7,300	\$ 0	D	Â
Dividend Equivalent Rights	12/31/2012 ⁽⁶⁾	12/31/2012	Common Stock	16	\$ 0	D	Â
Performance Based-Restricted Stock Units	12/31/2014 ⁽⁷⁾	12/31/2014	Common Stock	4,400	\$ ⁽⁷⁾	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Walker Donald L 1835 DUEBER AVE SW CANTON, OH 44706	Â	Â	Â Sr. VP - HR and OA	Â

Signatures

Scott A. Scherff - Attorney
in Fact 05/10/2012

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Grant of restricted shares in 2010 and 2011 subject to vesting in 25 percent annual increments from date of grant.
- (2) The option became exercisable in annual 25 percent increments beginning on 02/02/2010.
- (3) The option became exercisable in annual 25 percent increments beginning on 02/08/2011.
- (4) The option became exercisable in annual 25 percent increments beginning on 02/8/2012.
- (5) The option becomes exercisable in annual 25 percent increments beginning on 02/09/2013.
- (6) Reflects the accrual of contingent rights to receive shares of common stock which vest on 12/31/12 or under certain specified circumstances.
- (7) Performance based restricted stock units 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.

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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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