

TIMKEN JOHN M JR
Form 4
April 17, 2003

FORM 4

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

OMB APPROVAL

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

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response. . .0.5

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

Filed By
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1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol				6. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
Timken, Jr., John M.			The Timken Company (TKR)				<input checked="" type="checkbox"/> Director —		
(Last) (First) (Middle)			3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)		4. Statement for Month/Day/Year		10% Owner —		
200 Market Avenue North, Suite 210					4/15/03		<input type="checkbox"/> Officer (give title below) —		
(Street)					5. If Amendment, Date of Original (Month/Day/Year)		Other (specify below)		
Canton, OH 44702-1437							7. Individual or Joint/Group Filing (Check Applicable Line)		
(City) (State) (Zip)			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)	V	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5)	5. Amount of Securities Beneficially Owned Following Reported Transactions(s) (Instr. 3 & 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	4/15/03		A		500 A N/A	382,581	D		
Common Stock						10,460	I	By Spouse ⁽¹⁾	
Common Stock						20,630	I	By Child ⁽¹⁾	
Common Stock						20,630	I	By Child ⁽¹⁾	
Common Stock						116,000	I	Beneficiary of Trust ⁽²⁾	
Common Stock						188,900	I	Advisor of Trust ⁽³⁾	
Common Stock						56,437	I	Trustee ⁽⁴⁾	
Common Stock						557,500	I	Co-Trustee ⁽⁵⁾	

Total									1,353,138		
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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FORM 4 (continued) 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 & 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 & 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Nonqualified Stock Option (Right to Buy) ⁽⁶⁾	15.875							4/18/01	4/18/10	Common Stock	3,000	1	D		
Nonqualified Stock Option (Right to Buy) ⁽⁷⁾	15.02							4/17/02	4/17/11	Common Stock	3,000	1	D		
Nonqualified Stock Option (Right to Buy) ⁽⁸⁾	25.40							4/16/03	4/16/12	Common Stock	3,000	1	D		
Nonqualified Stock Option (Right to Buy) ⁽⁹⁾	17.56	4/15/03		A		1		4/15/04	4/15/13	Common Stock	3,000	1	D		
Phantom Stock	1 for 1	4/15/03		A		1		4/15/06	⁽¹⁰⁾	Common Stock	500	17.40	1	D	
Total													5		

Explanation of Responses:

(1) DISCLAIMER: Undersigned disclaims any beneficial interest
 (2) Beneficiary of John M. Timken Trust D, FBO John M. Timken, Jr.

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- (3) Advisor for five subtrusts of John M. Timken No.1, Fund A, Marital
- (4) Trustee for Susan H. Timken Generation Skipping Trust
- (5) Co-Trustee of Trust U/Will of H.H. Timken, Jr.
- (6) Nonqualified stock option with limited transferability granted to the reporting person pursuant to The Timken Company Long-Term Incentive Plan. Option becomes fully exercisable beginning on April 18, 2001, 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.
- (7) Nonqualified stock option with limited transferability granted to the reporting person pursuant to The Timken Company Long-Term Incentive Plan. Option becomes fully exercisable beginning on April 17, 2002, 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.
- (8) Nonqualified stock option with limited transferability granted to the reporting person pursuant to The Timken Company Long-Term Incentive Plan. Option becomes fully exercisable beginning on April 16, 2003, 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.
- (9) Nonqualified stock option with limited transferability granted to the reporting person pursuant to The Timken Company Long-Term Incentive Plan. Option becomes fully exercisable beginning on April 15, 2004, 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.
- (10) The units are to be settled at the discretion of the Director.

By: /s/ John M. Timken, Jr.

4/17/03

Date

**Signature of Reporting Person

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations.
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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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