TIMKEN CO Form 4 October 03, 2006

FORM 4

subject to

Form 4 or

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

Check this box if no longer Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

COX PHILLIP R

(Last)

1.Title of

Security

(Instr. 3)

Common

Stock

(First) (Middle)

1835 DUEBER AVE. S. W.

(Street)

CANTON, OH 44706

2. Issuer Name and Ticker or Trading

Symbol

TIMKEN CO [TKR]

3. Date of Earliest Transaction

(Month/Day/Year)

09/29/2006

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

OMB

Number:

Expires:

response...

Estimated average

burden hours per

OMB APPROVAL

3235-0287

January 31,

2005

0.5

Issuer

(Check all applicable)

X_ Director 10% Owner Other (specify Officer (give title

below)

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Ownership 7. Nature of

Indirect

Beneficial

Ownership

(Instr. 4)

Form: Direct

(D) or

Indirect (I)

(Instr. 4)

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

(City) (State)

> 2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Zip)

(Month/Day/Year)

4. Securities TransactionAcquired (A) or Code Disposed of (D)

(Instr. 8)

(Instr. 3, 4 and 5)

(A)

or

Owned Reported

Following

5. Amount of

Beneficially

Securities

Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

5,500

D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Nui	nber	6. Date Exerci	sable and	7. Title and	Amount of	8. Pric
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction f Code Derivative		Expiration Date (Month/Day/Year)		Underlying Securities (Instr. 3 and 4)		Deriva	
Security	or Exercise		any							Securi	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	r. 8) Securities						(Instr.
	Derivative				Acqui	red					
	Security				(A) or Disposed of (D)						
					(Instr.	3, 4,					
					and 5)						
				Code V	(A)	(D)	Date	Expiration	Title	Amount	
				Couc v	(A)	(D)	Exercisable	Date	. Title	or	
							Exercisable	Date			
										Number of	
										Shares	
Phantom	¢ o (1)	00/20/2006		^	02.0		00/20/2006	(2)	Common	02.0	¢ 20
Stock	\$ 0 (1)	09/29/2006		A	93.8		09/29/2006	(2)	Stock	93.8	\$ 29

Reporting Owners

Reporting Owner Name / Address	Relationships						
Transfer and the same	Director	10% Owner	Officer	Other			
COX PHILLIP R 1835 DUEBER AVE. S. W. CANTON, OH 44706	X						

Signatures

Scott A. Scherff - Attorney in Fact 10/03/2006

**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) The units convert to common stock on a one for one basis.
- (2) The units are to be settled within 1 year after directorship ceases.
- (3) Includes 5.8 phantom stock units acquired as deemed dividends under The Timken Company Director Deferred Compensation plan on 9/29/06.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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