#### EISENBERG GLENN A

Form 4

February 09, 2010

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL OMB** 

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Check this box

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * EISENBERG GLENN A			2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
(Last)	(First)	(Middle)	TIMKEN CO [TKR]  3. Date of Earliest Transaction	(Check all applicable)		
, ,	BER AVE. S.	` '	(Month/Day/Year) 02/08/2010	Director 10% Owner Officer (give title Other (specify below)  Ex. VP - Finance & Admin.		
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	<ul><li>6. Individual or Joint/Group Filing(Check</li><li>Applicable Line)</li><li>_X_ Form filed by One Reporting Person</li></ul>		
CANTON, OH 44706				Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Table I - Non-Derivative Securities A	cquired, Disposed of, or Beneficially Owned		
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1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	,		5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
C			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		
Common Stock (Restricted)	02/08/2010		D	8,950 (1)	D	\$0	50,653	D	
Common Stock							4,348	I	401(k)

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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amo Underlying Secu (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	An or Nu of
Employee Stock Option (right to buy)		02/08/2010		A	54,900	02/08/2011(2)	02/08/2020	Common Stock	54
Performance Rights	<u>(3)</u>	02/08/2010		A	10,900	<u>(3)</u>	02/08/2014	Common Stock	10

# **Reporting Owners**

Reporting Owner Name / Address	Relationships
reporting owner rame, rearess	

Director 10% Owner Officer Other

EISENBERG GLENN A 1835 DUEBER AVE. S. W. CANTON, OH 44706

Ex. VP - Finance & Admin.

# **Signatures**

Scott A. Scherff - Attorney in Fact 02/09/2010

\*\*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) Forfeiture of performance-based restricted shares that were previously granted and included in ownership totals.
- (2) The option becomes exercisable in (a) annual 25 percent increments beginning on 2/8/2011 or (b) in the event of retirement, death or disability of the participant or (c) upon the occurrence of a change in control of the Company or similar event.
- (3) Reflects the accrual of contingent rights to receive shares of common stock which vest over a four year period under certain specified circumstances.

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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