## Edgar Filing: TIMKEN CO - Form 4

TIMKEN CO       Form 4       Image: State of the public unit of the public uni							
(Print or Type Responses)							
1. Name and Address of Reporting Person <u>*</u> Mihaila John Theodore	2. Issuer Name <b>and</b> Ticker or Symbol TIMKEN CO [TKR]	- rading	5. Relationship of Issuer	Reporting Pers			
(Last) (First) (Middle) 1835 DUEBER AVE. S. W.	3. Date of Earliest Transaction (Month/Day/Year) 02/08/2011		Director X Officer (give below)	10%	Owner er (specify		
(Street) CANTON, OH 44706	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> <li> Form filed by More than One Reporting</li> <li>Person</li> </ul>					
(City) (State) (Zip)	Table I - Non-Derivative S			or Beneficial	lv Owned		
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. De Execut any (Month	emed 3. 4. Securi	ties Acquired isposed of 4 and 5) (A)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of		
Common	Code V Amount	(D) Price	(Instr. 3 and 4)				
Common 02/08/2011 Stock	$A \qquad \frac{1,400}{(1)}$	A (2)	9,296	D			
Common 02/08/2011 Stock	F 189	D \$ 49.6	9,107	D			
Common Stock			18,159	I	401(k)		

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

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#### number.

# 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. Transacti Code (Instr. 8)	5. Number on f Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisab Expiration Date (Month/Day/Year		7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amoun or Number of Shares
Employee Stock Option (right to buy)	\$ 49.91	02/08/2011		A	7,600	02/08/2012 <u>(3)</u>	02/08/2021	Common Stock	7,600

# **Reporting Owners**

\*\*Signature of Reporting Person

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mihaila John Theodore 1835 DUEBER AVE. S. W. CANTON, OH 44706			Sr. VP and Controller	
Signatures				
Scott A. Scherff - Attorney in Fact		02/10/2011		

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) Grant of restricted shares subject to vesting in 25 percent annual increments beginning 2/8/2011.
- (2) Not applicable
- (3) The option becomes exercisable in (a) annual 25 percent increments begining on 2/8/2012 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.

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.