TIMKEN CO Form 4 May 03, 2011

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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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

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person * BURKHART WILLIAM R			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
			TIMKEN CO [TKR]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			
1835 DUEBE	R AVE. S. V	W.	(Month/Day/Year) 04/29/2011	Director 10% OwnerX_ Officer (give title Other (specify below) Sr. VP and General Counsel		

(Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Applicable Line) Filed(Month/Day/Year)

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

CANTON, OH 44706

(City)	(State)	(Zip) Table	e I - Non-D	erivative :	Secur	ities Acqu	uired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	saction Date 2A. Deemed //Day/Year) Execution Date, if any (Month/Day/Year)		4. Securities Acquired n(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership 7. Nature Form: Direct Indirect (D) or Benefici Indirect (I) Ownersh (Instr. 4) (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	04/29/2011		M	4,125	A	\$ 29.23	27,565	D	
Common Stock	04/29/2011		S	3,296	D	\$ 56.2	24,269	D	
Common Stock	04/29/2011		F	829	D	\$ 56.32	23,440	D	
Common Stock	04/29/2011		M	3,850	A	\$ 30.7	27,290	D	
Common Stock	04/29/2011		S	3,119	D	\$ 56.18	24,171	D	

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Common Stock	04/29/2011	F	731	D	\$ 56.25	23,440	D	
Common Stock	04/29/2011	M	4,975	A	\$ 14.74	28,415	D	
Common Stock	04/29/2011	S	3,574	D	\$ 56.32	24,841	D	
Common Stock	04/29/2011	F	1,401	D	\$ 56.4	23,440	D	
Common Stock	04/29/2011	M	5,050	A	\$ 22.67	28,490	D	
Common Stock	04/29/2011	S	3,790	D	\$ 56.18	24,700	D	
Common Stock	04/29/2011	F	1,260	D	\$ 56.25	23,440	D	
Common Stock	05/02/2011	I	4,371	D	\$ 55.98	4,370 (1)	I	By 401(k) Plan

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 action Derivative Securities 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ative Expiration Date es (Month/Day/Year) d		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amoun or Number of Shares
Employee Stock Option (right to buy)	\$ 29.23	04/29/2011		M	4,	,125	02/05/2008(2)	02/05/2017	Common Stock	4,125
Employee Stock Option	\$ 30.7	04/29/2011		M	3,	,850	02/04/2009(3)	02/04/2018	Common Stock	3,850

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(right to buy)								
Employee Stock Option (right to buy)	\$ 14.74	04/29/2011	M	4,975	02/02/2010(4)	02/02/2019	Common Stock	4,975
Employee Stock Option (right to buy)	\$ 22.67	04/29/2011	M	5,050	02/08/2011(5)	02/08/2020	Common Stock	5,050

Reporting Owners

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	

BURKHART WILLIAM R 1835 DUEBER AVE. S. W. CANTON, OH 44706

Sr. VP and General Counsel

Signatures

William R.
Burkhart

**Signature of Date

**Signature of
Reporting Person

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) Includes 224 shares acquired under TKR's 401(k) plan since the date of the reporting person's last ownership report.
- (2) 16,500 shares granted on 2/5/2007 (previously reported on a Form 4) vested in 25% increments per year.
- (3) 15,400 shares granted on 2/4/2008 (previously reported on a Form 4) vest in 25% increments per year.
- (4) 19,900 shares granted on 2/2/2009 (previously reported on a Form 4) vest in 25% increments per year.
- (5) 20,200 shares granted on 2/8/2010 (previously reported on a Form 4) vest in 25% increments per year.

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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