TIMKEN CO Form 4 February 10, 2012

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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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 ** Kyle Richard G			2. Issuer Name and Ticker or Trading Symbol TIMKEN CO [TKR]	5. Relationship of Reporting Person(s) to Issuer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)		
1835 DUEBE	ER AVE SW		(Month/Day/Year) 02/08/2012	Director 10% Owner Other (specify below) below) President-mob ind & aerospace		
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person		
CANTON, O	H 44706			Form filed by More than One Reporting Person		
(6:4)	(0, ,)	(7.)				

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	(City)	(State) (Zi	p) Table 1	I - Non-Dei	rivative Se	ecurit	ies Acqui	red, Disposed of,	or Beneficial	ly Owned
S	Title of Security Security Security Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Price			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
S	Common Stock Restricted)	02/08/2012		F	389	D	\$ 51.35	12,366	D	
	Common Stock	02/08/2012		M	5,200	A	<u>(1)</u>	17,566	D	
	Common Stock	02/08/2012		F	404 (2)	D	\$ 51.35	17,162	D	
	Common Stock							2,402	I	401(k)

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

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SEC 1474 (9-02)

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. 5. Number of TransactionDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. T Und (Ins
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title
Employee Stock Option (right to buy)	\$ 51.76	02/09/2012		A	26,200	02/09/2013(3)	02/09/2022	Co
Performance-Based Restricted Stock Units	<u>(4)</u>	02/09/2012		A	9,500	12/31/2014 <u>(4)</u>	12/31/2014	Co
Performance Rights	<u>(1)</u>	02/08/2011		M	5,200	<u>(1)</u>	02/08/2015	Co

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Kyle Richard G 1835 DUEBER AVE SW CANTON, OH 44706

President-mob ind & aerospace

Signatures

Scott A. Scherff - Attorney in Fact 02/10/2012

**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) Reflects the accrual of contingent rights to receive shares of common stock which vest over a four year period under certain specified circumstances.
- (2) Shares withheld for taxes on vested portion of 5200 performance shares granted 2-8-2011 that vest in 25% increments over a four year period.

Reporting Owners 2

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- (3) The option becomes exercisable in (a) annual 25 percent increments begining on 2/9/2013 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.
- (4) Performance based restricted stock are subject to certain performance criteria between 1/1/2012 and 12/31/2014 and if the criteria is met then they fully vest 3 years therefrom.

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.