

TIMKEN CO
Form 4
February 10, 2012

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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. Name and Address of Reporting Person *
Coughlin Christopher A

(Last) (First) (Middle)
1835 DUEBER AVE SW

(Street)

CANTON, OH 44706

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
TIMKEN CO [TKR]

3. Date of Earliest Transaction
(Month/Day/Year)
02/08/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

President-process industries

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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)
			Code	V	Amount	(D)	Price
Common Stock	02/08/2012		M		5,200	A	11
Common Stock	02/08/2012		F		402 (2)	D	\$ 51.35
Common Stock (Restricted)	02/08/2012		F		385	D	\$ 51.35
Common Stock					15,939	I	401(k)

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

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

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Coughlin Christopher A 1835 DUEBER AVE SW CANTON, OH 44706			President-process industries	

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.

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- (3) The option becomes exercisable in (a) annual 25 percent increments beginning 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.

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