

TIMKEN CO
Form 4
August 12, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
TIMKEN WILLIAM ROBERT JR

(Last) (First) (Middle)

THE TIMKEN COMPANY, 1835
DUEBER AVENUE, S.W.

(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)
08/10/2005

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)

Chairman of the Board

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	08/10/2005		M		31,000 A \$ 22.0625	318,730	D
Common Stock	08/10/2005		S		31,000 D \$ 28.5292	287,730	D
Common Stock	08/10/2005		M		80,000 A \$ 26.4375	367,730	D
Common Stock	08/10/2005		S		80,000 D \$ 28.5292	287,730	D
Common Stock	08/10/2005		M		127,000 A \$ 19.5625	414,730	D

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Common Stock	08/10/2005	S	127,000	D	\$ 28,5292	287,730	D	
Common Stock	08/10/2005	M	10,000	A	\$ 19,4375	297,730	D	
Common Stock	08/10/2005	S	10,000	D	\$ 28,5292	287,730	D	
Common Stock	08/10/2005	G V	765	D	\$ 0	286,965	D	
Common Stock						429	I	Savings Inv. Plan
Common Stock						100,000	I	Co-Trustee <u>(1)</u> <u>(2)</u>

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. 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 and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Options to Buy	\$ 22.0625	08/10/2005		M	31,000	<u>(3)</u>	04/16/2006	Common Stock	31,000
Options to Buy	\$ 26.4375	08/10/2005		M	80,000	<u>(4)</u>	04/15/2007	Common Stock	80,000
Options to Buy	\$ 19.5625	08/10/2005		M	127,000	<u>(5)</u>	04/20/2009	Common Stock	127,000
Options to Buy	\$ 19.4375	08/10/2005		M	10,000	05/18/2000	11/18/2008	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

TIMKEN WILLIAM ROBERT JR
THE TIMKEN COMPANY
1835 DUEBER AVENUE, S.W.
CANTON, OH 44706

X

Chairman of
the Board

Signatures

W.R. Timken, Jr 08/12/2005

 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) By self as Co-Trustee for Sue Shaffer Timken 2005 Revocable Trust.
- (2) As previously reported, effective August 8, 2005, the undersigned has resigned as trustee of seven other previously reportable trusts and is no longer responsible for reporting those trusts.

Employee stock option with limited transferability granted pursuant to The Timken Company Long-Term Incentive Plan. Option became exercisable in annual 25 percent increments which began on April 16, 1997, the first anniversary of the date of the grant. Option becomes fully exercisable upon the occurrence of a change in control of the Company or other similar event. Option included rights to receive dividend equivalents payable in shares of common stock on a deferred basis.
- (3) Same as (2) above, except option became exercisable in annual 25 percent increments which began on April 16, 1998, the first anniversary of the date of the grant.
- (4) Same as (3) above, except option became exercisable in annual 25 percent increments which began on April 20, 2000, the first anniversary of the date of the grant.
- (5) Same as (3) above, except option became exercisable in annual 25 percent increments which began on April 20, 2000, the first anniversary of the date of the grant.

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.