

TIMKEN CO
Form 3
January 04, 2011

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Kyle Richard G | | (Month/Day/Year) | TIMKEN CO [TKR] | |
| (Last) | (First) | (Middle) | 01/01/2011 | |
| 1835 DUEBER AVE SW | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| CANTON,Â OHÂ 44706 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | President-mob ind & aerospace | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 4,993 | D | Â |
| Common Stock (restricted) | 9,400 ⁽¹⁾ | D | Â |
| Common Stock | 2,163 | I | 401(k) |

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership |
|--|--|--|---------------------------|----------------------|--|
|--|--|--|---------------------------|----------------------|--|

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| | Date Exercisable | Expiration Date | (Instr. 4) Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | (Instr. 5) |
|---------------------------------------|---------------------------|-----------------|---------------------|----------------------------|------------------------------|--|------------|
| Employee stock options - right to buy | 04/18/2007 ⁽²⁾ | 04/18/2016 | Common Stock | 3,000 | \$ 0 | D | Â |
| Employee stock options - right to buy | 02/05/2008 ⁽³⁾ | 02/05/2017 | Common Stock | 4,500 | \$ 0 | D | Â |
| Employee stock options - right to buy | 02/04/2009 ⁽⁴⁾ | 02/04/2018 | Common Stock | 8,000 | \$ 0 | D | Â |
| Employee stock options - right to buy | 02/02/2010 ⁽⁵⁾ | 02/02/2019 | Common Stock | 13,000 | \$ 0 | D | Â |
| Employee stock options - right to buy | 02/08/2011 ⁽⁶⁾ | 02/08/2020 | Common Stock | 17,100 | \$ 0 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Kyle Richard G 1835 DUEBER AVE SW CANTON, OH 44706 | Â | Â | Â President-mob ind & aerospace | Â |

Signatures

Scott A. Scherff - Attorney in Fact
Date: 01/04/2011
**Signature of Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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 in 2007, 2008, 2009 and 2010 subject to vesting in 25 percent annual increments.
- (2) The option became exercisable in annual 25 percent increments beginning on 04/18/2007.
- (3) The option became exercisable in annual 25 percent increments beginning on 02/05/2008.
- (4) The option became exercisable in annual 25 percent increments beginning on 02/14/2009.
- (5) The option became exercisable in annual 25 percent increments beginning on 02/02/2010.
- (6) The option becomes exercisable in annual 25 percent increments beginning on 02/08/2011.

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.