

TIMKEN CO
Form 4
May 26, 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)
05/25/2005

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)	(A) or (D)	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	Price			
Common Stock						287,730	D		
Common Stock						431	I	Savings Inv. Plan	
Common Stock						100,000	I	Co-Trustee (1)	
Common Stock	05/25/2005		P	320	A	\$ 23.265	45,848	I	Co-Trustee (2)
Common Stock	05/25/2005		P	320	A	\$ 23.265	45,848	I	Co-Trustee (3)

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Common Stock	05/25/2005	P	320	A	\$ 23.265	45,848	I	Co-Trustee (4)
Common Stock	05/25/2005	P	320	A	\$ 23.265	45,848	I	Co-Trustee (5)
Common Stock						24,000	I	Co-Trustee (6)
Common Stock						1,000	I	Co-Trustee (7)
Common Stock						557,500	I	Co-Trustee (8)

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 6)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		

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

05/26/2005

**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) By self as Co-Trustee for W.R. Timken Trust IV FBO Kristin Cole Timken. DISCLAIMER: Undersigned disclaims any beneficial ownership.
- (3) By self as Co-Trustee for W.R. Timken Trust V FBO Henry H. Timken II. DISCLAIMER: Undersigned disclaims any beneficial ownership.
- (4) By self as Co-Trustee for W.R. Timken Trust VI FBO W.R. Timken III. DISCLAIMER: Undersigned disclaims any beneficial ownership.
- (5) By self as Co-Trustee for W.R. Timken Trust VII FBO Mark P. Timken. DISCLAIMER: Undersigned disclaims any beneficial ownership.
- (6) By self as Co-Trustee for W.R. Timken Trust FBO Great Grandchildren. DISCLAIMER: Undersigned disclaims any beneficial ownership.
- (7) By self as Co-Trustee for Riley Roux Timken Irrevocable Trust. DISCLAIMER: Undersigned disclaims any beneficial ownership.
- (8) By self as Co-Trustee for Trust U/Will of H.H. Timken, Jr.

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.