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TIMKEN CO
Form POS AM
September 12, 2003

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON SEPTEMBER 12, 2003

REGISTRATION STATEMENT NO. 333-45891

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549-1004

POST-EFFECTIVE AMENDMENT NO. 1
TO
FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

THE TIMKEN COMPANY
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

OHIO
(State or Other Jurisdiction of
Incorporation or Organization)

34-0577130
(I.R.S. Employer
Identification Number)

THE TIMKEN COMPANY
1835 DUEBER AVENUE, S.W.
CANTON, OHIO 44706-2798
(330) 438-3000
(Address, Including Zip Code, and Telephone Number, Including Area Code,
of Registrant's Principal Executive Offices)

SCOTT A. SCHERFF
CORPORATE SECRETARY AND ASSISTANT GENERAL COUNSEL
THE TIMKEN COMPANY
1835 DUEBER AVENUE, S.W.
CANTON, OHIO 44706-2798
(330) 438-3000
(Name, Address, Including Zip Code, and Telephone Number, Including Area Code,
of Agent For Service)

Copies To:
CHRISTOPHER M. KELLY
Jones Day
901 Lakeside Avenue
Cleveland, Ohio 44114
(216) 586-3939

Approximate date of commencement of proposed sale to the public: FROM TIME
TO TIME AFTER THE EFFECTIVE DATE OF THIS REGISTRATION STATEMENT, AS DETERMINED

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BY MARKET CONDITIONS AND OTHER FACTORS.

If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. |_ |

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. |X |

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. |_ |

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. |_ |

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. |_ |

Pursuant to the Registrant's undertaking in Item 17 of Part II of this registration statement, the registrant hereby withdraws this registration statement, including all amendments and exhibits thereto, with respect to the unsold portion of securities registered hereon. The Registrant completed the offering of \$100 million of its 6 7/8% notes due 2028 in May 1998 and \$75 million of its 6 3/4% notes due 2006 in August 2001 pursuant to this registration statement.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the undersigned Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this post-effective amendment to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Canton, the State of Ohio, on September 12, 2003.

THE TIMKEN COMPANY

By: /s/ William R. Burkhart

Name: William R. Burkhart

Title: Senior Vice President and General Counsel

Pursuant to the requirements of the Securities Act of 1933, this post-effective amendment to the Registration Statement has been signed below on

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behalf of The Timken Company by the following persons in the capacities and on the dates indicated.

SIGNATURE	TITLE	
/s/James W. Griffith ----- James W. Griffith	President, Chief Executive Officer and Director (Principal Executive Officer)	Sep
/s/Glenn A. Eisenberg ----- Glenn A. Eisenberg	Executive Vice President-- Finance and Administration (Principal Financial Officer)	Sep
/s/Sallie B. Bailey ----- Sallie B. Bailey	Senior Vice President-- Finance and Controller (Principal Accounting Officer)	Sep
* ----- W.R. Timken, Jr.	Director and Chairman	Sep
* ----- Stanley C. Gault	Director	Sep
----- John A. Luke, Jr.	Director	
* ----- Robert W. Mahoney	Director	Sep
* ----- Jay A. Precourt	Director	Sep
----- Joseph W. Ralston	Director	
----- W.J. Timken, Jr.	Director	

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SIGNATURE	TITLE	
----- * ----- John M. Timken, Jr.	Director	Sep
----- * ----- W.J. Timken	Director	Sep
----- * ----- Joseph F. Toot, Jr.	Director	Sep
----- * ----- Martin D. Walker	Director	Sep
----- Jacqueline F. Woods	Director	

* The undersigned, pursuant to a Power of Attorney executed by each of the directors and officers identified above and filed with the SEC, by signing his or her name hereto, does hereby sign and execute this Registration Statement on behalf of each of the persons noted above, in the capacities indicated.

By: /s/ W.R. Timken, Jr.

Name: W. R. Timken, Jr.
Attorney-in-Fact

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