TIMKEN CO Form 4 August 08, 2005

FORM 4

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

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 JOHN M JR

Symbol

TIMKEN CO [TKR]

(Middle) (Last) (First)

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

Filed(Month/Day/Year)

08/04/2005

200 MARKET AVENUE NORTH, **SUITE 210**

4. If Amendment, Date Original (Street)

5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Issuer

(Check all applicable)

_X__ Director 10% Owner _Other (specify Officer (give title below)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

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Number:

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6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

CANTON, OH 44702-1437

(City)	(State)	(Zip) Tab	le I - Non-	Derivative	Securities Ac	equired, Disposed	l of, or Benefic	cially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution Date, if Transaction(A) or Disposed of Sany Code (D) B (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) F (A) T		Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or		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)
Common Stock						381,831	D	
Common Stock						10,460	I	By Spouse
Common Stock						20,630	I	By Child (1)
Common Stock						116,000	I	Beneficiary of Trust (2)
Common Stock						177,800	I	Advisor of Trust (3)

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Common Stock					56,437	I	Trustee (4)
Common Stock	08/04/2005	S	15,000 D	\$ 28	532,500	I	Co-Trustee (5)

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

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.

SEC 1474

(9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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. Transa Code (Instr.		5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amor Unde Secur	le and unt of rlying rities : 3 and 4)	8. Price of Derivative Security (Instr. 5)
				Code	v	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			

TIMKEN JOHN M JR 200 MARKET AVENUE NORTH, SUITE 210 X CANTON, OH 44702-1437

Signatures

John M. Timken, Jr. 08/08/2005

**Signature of Date
Reporting Person

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) DISCLAIMER: Undersigned disclaims any beneficial interest.

Reporting Owners 2

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- (2) Beneficiary of John M. Timken Trust D FBO John M. Timken, Jr.
- (3) Advisor for five subtrusts of John M. Timken No. 1, Fund A, Marital.
- (4) Trustee for Susan H. Timken Generation Skipping Trust
- (5) Co-Trustee of 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.