

TIMKEN CO
Form 4
February 22, 2007

FORM 4

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

OMB APPROVAL

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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 *
ARNOLD MICHAEL C

(Last) (First) (Middle)

1835 DUEBER AVE. 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)
02/21/2007

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)

President - Industrial

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/21/2007		M		7,000	A	\$ 26.43
Common Stock	02/21/2007		S		7,000	D	\$ 29.61
Common Stock	02/21/2007		M		15,000	A	\$ 15.87
Common Stock	02/21/2007		S		15,000	D	\$ 29.61
Common Stock	02/21/2007		M		3,750	A	\$ 25.4

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Common Stock	02/21/2007	S	3,750	D	\$ 29.61	63,421	D	
Common Stock	02/21/2007	M	10,000	A	\$ 17.56	73,421	D	
Common Stock	02/21/2007	S	10,000	D	\$ 29.61	63,421	D	
Common Stock	02/21/2007	M	7,500	A	\$ 24.14	70,921	D	
Common Stock	02/21/2007	S	6,696	D	\$ 29.61	64,225	D	
Common Stock						10,146	I	401(k)

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

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(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 Security (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 26.43	02/21/2007		M	7,000	04/15/1998 ⁽¹⁾	05/15/2007	Common Stock	7,000
Employee Stock Option (right to buy)	\$ 15.87	02/21/2007		M	15,000	04/18/2001 ⁽²⁾	04/18/2010	Common Stock	15,000
Employee Stock Option (right to buy)	\$ 25.4	02/21/2007		M	3,750	04/16/2003 ⁽³⁾	04/16/2012	Common Stock	3,750

buy)

Employee
Stock
Option (right to
buy)

\$ 17.56

02/21/2007

M

10,000

04/15/2003⁽⁴⁾

04/15/2013

Common
Stock

10,000

Employee
Stock
Option (right to
buy)

\$ 24.14

02/21/2007

M

7,500

04/20/2005⁽⁵⁾

04/20/2014

Common
Stock

7,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ARNOLD MICHAEL C 1835 DUEBER AVE. S. W. CANTON, OH 44706			President - Industrial	

Signatures

Scott A. Scherff, Attorney
in fact

02/22/2007

__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) 7,000 options granted on 4/15/1997 (previously reported on a Form 4) vest in 25% increments over 4 years.

(2) 15,000 options granted on 4/18/2000 (previously reported on a Form 4) vest in 25% increments over 4 years.

(3) 15,000 options granted on 4/16/2002 (previously reported on a Form 4) vest in 25% increments over 4 years.

(4) 40,000 options granted on 4/15/2003 (previously reported on a Form 4) vest in 25% increments over 4 years.

(5) 30,000 options granted on 4/20/2004 (previously reported on a Form 4) vest in 25% increments over 4 years.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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