TIMKEN CO Form 4 February 10, 2011

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005

0.5

Estimated average burden hours per response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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

1(b).

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person * Kyle Richard G			2. Issuer Name and Ticker or Trading Symbol				5. Relationship of Reporting Person(s) to Issuer			
			MKEN CO [T]	_		(Check all applicable)				
(Last)	(First)		Date of Earliest Tr	ansaction						
1835 DUEBER AVE SW			Ionth/Day/Year) 2/08/2011			Director 10% OwnerX Officer (give title Other (specify below) President-mob ind & aerospace				
	(Street)	4. ]	If Amendment, Da	te Origina	1	6. Individual or Joint/Group Filing(Check				
CANTON, C	ОН 44706	Fil	led(Month/Day/Year	)			Applicable Line) _X_ Form filed by Form filed by Person	One Reporting Pe	erson	
(City)	(State)	(Zip)	Table I - Non-D	erivative	Securi	ities Acc	quired, Disposed	of, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year		rate, if Transacti Code	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)  (A) or Amount (D) Price			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	02/08/2011		F	400	D	\$ 49.6	13,267	D		
Common							2 162	Ť	401 <i>(</i> 1 <sub>c</sub> )	

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

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SEC 1474

(9-02)

Ι

2,162

401(k)

#### Edgar Filing: TIMKEN CO - Form 4

## 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 or 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 Amo Underlying Secu (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	An or Nu of
Employee Stock Option (right to buy)		02/08/2011		A	27,600	02/08/2012(1)	02/08/2021	Common Stock	27
Performance Rights	(2)	02/08/2011		A	5,200	<u>(2)</u>	02/08/2015	Common Stock	5

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Kyle Richard G 1835 DUEBER AVE SW CANTON, OH 44706

President-mob ind & aerospace

## **Signatures**

Scott A. Scherff - Attorney in Fact 02/10/2011

\*\*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) The option becomes exercisable in (a) annual 25 percent increments beginning on 2/8/2012 or (b) in the event of retirement, death or disability of the participant or (c) upon the occurrence of a change in control of the Company or similar event.
- (2) Reflects the accrual of contingent rights to receive shares of common stock which vest over a four year period under certain specified circumstances.

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.

Reporting Owners 2