

TIMKEN CO

Form 4

February 14, 2012

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 *
Mihaila John Theodore

(Last) (First) (Middle)

1835 DUEBER AVE. S. W.

(Street)

CANTON, OH 44646

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

TIMKEN CO [TKR]

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

02/13/2012

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)

Senior VP & Controller

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 Ownership (Instr. 4)
Common Stock	02/13/2012		M	3,000 A	\$ 29.23 11,708	D	
Common Stock	02/13/2012		F	420 D	\$ 52.3 11,288	D	
Common Stock	02/13/2012		S	2,580 D	\$ 52.3 8,708	D	
Common Stock	02/13/2012		M	3,750 A	\$ 30.7 12,458	D	
Common Stock	02/13/2012		F	489 D	\$ 52.4 11,969	D	

Edgar Filing: TIMKEN CO - Form 4

Common Stock	02/13/2012	S	3,261	D	\$ 52.4	8,708	D	
Common Stock	02/13/2012	M	4,850	A	\$ 14.74	13,558	D	
Common Stock	02/13/2012	F	1,100	D	\$ 52.4	12,458	D	
Common Stock	02/13/2012	S	3,750	D	\$ 52.4	8,708	D	
Common Stock	02/13/2012	M	5,000	A	\$ 22.67	13,708	D	
Common Stock	02/13/2012	F	895	D	\$ 52.41	12,813	D	
Common Stock	02/13/2012	S	4,105	D	\$ 52.41	8,708	D	
Common Stock	02/13/2012	I	6,535	D	\$ 53.33	12,175	I	By 401(k) Plan

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)

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 29.23	02/13/2012		M		3,000		02/05/2008 ⁽¹⁾	02/05/2017	Common Stock	3,000
Employee Stock Option	\$ 30.7	02/13/2012		M		3,750		02/04/2009 ⁽²⁾	02/04/2018	Common Stock	3,750

(right to
buy)

Employee
Stock

Option \$ 14.74 02/13/2012

M

4,850

02/02/2010⁽³⁾

02/02/2019

Common
Stock

4,850

(right to
buy)

Employee
Stock

Option \$ 22.67 02/13/2012

M

5,000

02/08/2011⁽⁴⁾

02/08/2020

Common
Stock

5,000

(right to
buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mihaila John Theodore 1835 DUEBER AVE. S. W. CANTON, OH 44646			Senior VP & Controller	

Signatures

Scott A. Scherff - Attorney
in Fact

02/14/2012

__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) 12,000 shares granted on 2/5/2007 (previously reported on a Form 4) vested in 25% increments per year.

(2) 7,500 shares granted on 2/4/2008 (previously reported on a Form 4) vested in 25% increments per year.

(3) 9,700 shares granted on 2/2/2009 (previously reported on a Form 4) vest in 25% increments per year.

(4) 10,000 shares granted on 2/8/2010 (previously reported on a Form 4) vest in 25% increments per year.

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.