

TIMKEN JOHN M JR
Form 4
December 19, 2002

FORM 4

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

OMB APPROVAL

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

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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

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1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol			6. Relationship of Reporting Person(s)				
Timken, Jr., John M.			The Timken Company (TKR)			to Issuer (Check all applicable)				
(Last)	(First)	(Middle)	3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)			4. Statement for Month/Day/Year			<input checked="" type="checkbox"/> Director	—
200 Market Avenue North, Suite 210									5. If Amendment, Date of Original (Month/Day/Year)	
(Street)			7. Individual or Joint/Group Filing (Check Applicable Line)			<input checked="" type="checkbox"/> Officer (give title below)				
Canton, OH 44702-1437						7. Individual or Joint/Group Filing (Check Applicable Line)			Other (specify below)	
(City) (State) (Zip)			Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned						<input checked="" type="checkbox"/> Form filed by One Reporting Person	
						7. Individual or Joint/Group Filing (Check Applicable Line)			Form filed by More than One Reporting Person	

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 & 5)			5. Amount of Securities Beneficially Owned Following Reported Transactions(s) (Instr. 3 & 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								382,081	D	
Common Stock								10,460	I	By Spouse ⁽¹⁾
Common Stock								20,630	I	By Child ⁽¹⁾
Common Stock								20,630	I	By Child ⁽¹⁾
Common Stock								116,000	I	Beneficiary of Trust ⁽²⁾
Common Stock	12/18/02		G	V	11,100	D		188,900	I	Advisor of Trust ⁽³⁾
Common Stock								56,437	I	Trustee ⁽⁴⁾
Common Stock								557,500	I	Co-Trustee ⁽⁵⁾

Total									1,352,638		
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.
 * If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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FORM 4 (continued) 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 & 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 & 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Nonqualified Stock Option (Right to Buy) ⁽⁶⁾	15.875							4/18/01	4/18/10	Common Stock	3,000	1	D	
Nonqualified Stock Option (Right to Buy) ⁽⁷⁾	15.02							4/17/02	4/17/11	Common Stock	3,000	1	D	
Nonqualified Stock Option (Right to Buy) ⁽⁸⁾	25.40							4/16/03	4/16/12	Common Stock	3,000	1	D	
Total												3		

Explanation of Responses:

- (1) DISCLAIMER: Undersigned disclaims any beneficial interest
- (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.
- (6) Nonqualified stock option with limited transferability granted to the reporting person pursuant to The Timken Company Long-Term Incentive Plan. Option becomes fully exercisable beginning on April 18, 2001, the first anniversary of the date of the grant. Option becomes fully exercisable upon the occurrence of a change in control of the Company or other similar event.
- (7) Nonqualified stock option with limited transferability granted to the reporting person pursuant to The Timken Company Long-Term Incentive Plan. Option becomes fully exercisable beginning on April 17, 2002, the first anniversary of the date of the grant. Option becomes

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fully exercisable upon the occurrence of a change in control of the Company or other similar event.

(8) Nonqualified stock option with limited transferability granted to the reporting person pursuant to The Timken Company Long-Term Incentive Plan. Option becomes fully exercisable beginning on April 16, 2003, the first anniversary of the date of the grant. Option becomes fully exercisable upon the occurrence of a change in control of the Company or other similar event.

By: /s/ **John M. Timken, Jr.**

12/19/02

Date

**Signature of Reporting Person

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations.
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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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