

TIMKEN CO
Form 4
November 04, 2004

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 *
TIMKEN WARD JACKSON

(Last) (First) (Middle)

THE TIMKEN COMPANY, 1835
DUEBER AVENUE, 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)
11/03/2004

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)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | 11/03/2004 | | M | 1,250 A \$ 18.6875 | 453,418 | D | |
| Common Stock | 11/03/2004 | | M | 7,000 A \$ 15.02 | 460,418 | D | |
| Common Stock | 11/03/2004 | | S | 8,250 D \$ 24.5353 | 452,168 | D | |
| Common Stock | | | | | 2,475 | I | Savings Inv. Plan |
| Common Stock | | | | | 45,217 | I | By Spouse (1) |

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| | | | |
|--------------|--------|---|------------------------------|
| Common Stock | 45,528 | I | Co-Trustee <u>(1) (2)</u> |
| Common Stock | 45,528 | I | Co-Trustee <u>(1) (3)</u> |
| Common Stock | 45,528 | I | Co-Trustee <u>(1) (4)</u> |
| Common Stock | 24,000 | I | Co-Trustee <u>(1) (5)</u> |

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

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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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Employee Stock Option (Right to Buy) | \$ 18.6875 | 11/03/2004 | | M | 1,250 | <u>(6)</u> 04/18/2005 | Common Stock | 1,250 |
| Employee Stock Option (Right to Buy) | \$ 15.02 | 11/03/2004 | | M | 7,000 | <u>(7)</u> 12/31/2008 | Common Stock | 7,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| | X | | | |

TIMKEN WARD JACKSON
THE TIMKEN COMPANY
1835 DUEBER AVENUE, S.W.
CANTON, OH 44706

Signatures

Ward J. Timken 11/04/2004

 **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) DISCLAIMER: Undersigned disclaims any beneficial ownership.
- (2) Indirect beneficial ownership by self as co-trustee for WR Timken Trust VIII, FBO Robert R. Timken.
- (3) Indirect beneficial ownership by self as co-trustee for WR Timken Trust IX, FBO Ward J. Timken, Jr.
- (4) Indirect beneficial ownership by self as co-trustee for WR Timken Trust X, FBO Elizabeth Blyth Timken.
- (5) Indirect beneficial ownership by self as co-trustee for WR Timken Trust FBO Great-Grandchildren.

(6) Option was granted to the reporting person under the Timken Company Long-Term Incentive Plan pursuant to an exemption under Rule 16b-3. Option became exercisable in annual 25 percent increments beginning on April 18, 1996, the first anniversary of the date of the grant. Option includes rights to receive dividend equivalents payable in shares of common stock on a deferred basis. The total option granted (as adjusted for a 2 for 1 stock split) was for 5,000 shares, of which 3,750 have been previously exercised.

(7) Employee stock option with limited transferability granted pursuant to the Timken Company Long-Term Incentive Plan. Option became exercisable in annual 25 percent increments beginning on April 17, 2002, the first anniversary of the date of the grant. Option became fully exercisable upon the retirement of the reporting person on December 31, 2003. Option includes rights to receive dividend equivalents payable in shares of common stock on a deferred basis.

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.