

EISENBERG GLENN A  
Form 4  
November 15, 2010

**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 \*  
EISENBERG GLENN A

2. Issuer Name and Ticker or Trading Symbol  
TIMKEN CO [TKR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
1835 DUEBER AVE SW  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
11/12/2010

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Ex VP-Finance & Admin.

CANTON, OH 44706  
  
(City) (State) (Zip)

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

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	11/12/2010		M		8,750	A	\$ 25.21
Common Stock	11/12/2010		S		7,615	D	\$ 42.88
Common Stock	11/12/2010		F		1,135	D	\$ 42.88
Common Stock	11/12/2010		M		17,500	A	\$ 29.23
Common Stock	11/12/2010		S		15,739	D	\$ 42.8

Edgar Filing: EISENBERG GLENN A - Form 4

Common Stock	11/12/2010	F	1,761	D	\$ 42.8	51,105	D	
Common Stock	11/12/2010	M	20,850	A	\$ 30.7	71,955	D	
Common Stock	11/12/2010	S	18,974	D	\$ 42.8	52,981	D	
Common Stock	11/12/2010	F	1,876	D	\$ 42.8	51,105	D	
Common Stock	11/12/2010	M	17,500	A	\$ 30.93	68,605	D	
Common Stock	11/12/2010	S	15,954	D	\$ 42.77	52,651	D	
Common Stock	11/12/2010	F	1,546	D	\$ 42.77	51,105 <sup>(1)</sup>	D	
Common Stock						4,759	I	401(k)

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 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)	\$ 25.21	11/12/2010		M	8,750	01/31/2006 <sup>(2)</sup>	01/31/2015	Common Stock	8,750
Employee Stock Option (right to buy)	\$ 29.23	11/12/2010		M	17,500	02/05/2008 <sup>(3)</sup>	02/05/2017	Common Stock	17,500

buy)

Employee  
Stock

Option \$ 30.7 11/12/2010 M 20,850 02/04/2009<sup>(4)</sup> 02/04/2018 Common  
(right to Stock 20,8  
buy)

Employee  
Stock

Option \$ 30.93 11/12/2010 M 17,500 02/06/2007<sup>(5)</sup> 02/06/2016 Common  
(right to Stock 17,5  
buy)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
EISENBERG GLENN A 1835 DUEBER AVE SW CANTON, OH 44706			Ex VP-Finance & Admin.	

## Signatures

Scott A. Scherff - Attorney  
in Fact 11/15/2010

  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) Includes 452 shares received through DRP in 2010 to date.

(2) 35,000 shares granted on 1/31/2005 (previously reported on a Form 4) vested in 25% increments per year.

(3) 35,000 shares granted on 2/5/2007 (previously reported on a Form 4) vest in 25% increments per year.

(4) 41,700 shares granted on 2/4/2008 (previously reported on a Form 4) vest in 25% increments per year.

(5) 35,000 shares granted on 2/6/2006 (previously reported on a From 4) vested 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.