

TIMKEN CO
Form 4
February 10, 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

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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 *
GRIFFITH JAMES W

(Last) (First) (Middle)

1835 DUEBER AVE. 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)
02/08/2012

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)
President and CEO

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 Ownership (Instr. 4)			
			Code	V	Amount or Price					
Common Stock	02/08/2012		M		22,000	A	Ⓛ	418,618	D	
Common Stock	02/08/2012		F		2,274 (2)	D	\$	51.35	416,344	D
Common Stock	02/08/2012		F		3,659 (3)	D	\$	51.35	412,685	D
Common Stock								24,362	I	401(k)

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)	
					V	(A)	(D)	Date Exercisable	Expiration Date
Employee Stock Option (right to buy)	\$ 51.76	02/09/2012		A		112,800		02/09/2013 ⁽⁴⁾	02/09/2022
Performance-Based Restricted Stock Units	⁽⁵⁾	02/09/2012		A		30,000		12/31/2014 ⁽⁵⁾	12/31/2014
Performance Rights	⁽¹⁾	02/08/2012		M		22,000		⁽¹⁾	02/08/2014

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GRIFFITH JAMES W 1835 DUEBER AVE. S. W. CANTON, OH 44706	X		President and CEO	

Signatures

Scott A. Scherff - Attorney
in Fact 02/10/2012

 **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) Reflects the accrual of contingent rights to receive shares of common stock which vest over a four year period under certain specified circumstances.
- (2) Shares withheld for taxes on vested portion of 22,000 performance shares granted 2-8-2011 that vest in 25% increments over a four year period.
- (3) Shares withheld for taxes on vested portion of 35,400 performance shares granted 2-8-2010 previously reported on a Form 4 that vest in 25% increments over a four year period.

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- (4) The option becomes exercisable in (a) annual 25 percent increments beginning on 2/9/2013 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.
- (5) Performance based restricted stock are subject to certain performance criteria between 1/1/2012 and 12/31/2014 and if the criteria is met then they fully vest 3 years therefrom.

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.