

TIMKEN CO

Form 4

January 05, 2005

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
TIMKEN WILLIAM ROBERT JR

(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)

01/03/2005

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)

Chairman of the Board

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)
Common Stock	01/03/2005		M	5,388 A	\$ 0 333,219	D	
Common Stock	01/03/2005		F	1,197 D	\$ 25.39 332,022	D	
Common Stock					422	I	Savings Inv. Plan
Common Stock					64,080	I	By Spouse (1)
Common Stock					45,528	I	Co-Trustee (2)

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Common Stock	45,528	I	Co-Trustee (3)
Common Stock	45,528	I	Co-Trustee (4)
Common Stock	45,528	I	Co-Trustee (5)
Common Stock	24,000	I	Co-Trustee (6)
Common Stock	1,000	I	Co-Trustee (7)
Common Stock	557,500	I	Co-Trustee (8)

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

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(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. Pr Deriv Secu (Instr		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(9)	01/03/2005		M		5,388		(9)	(9)	Common Stock	5,388	\$

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TIMKEN WILLIAM ROBERT JR THE TIMKEN COMPANY 1835 DUEBER AVENUE, S.W.	X			Chairman of the Board

CANTON, OH 44706

Signatures

W.R. Timken, Jr

01/05/2005

 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) By self as Co-Trustee for W.R. Timken Trust IV FBO Kristin Cole Timken. DISCLAIMER: Undersigned disclaims any beneficial ownership.
- (3) By self as Co-Trustee for W.R. Timken Trust V FBO Henry H. Timken II. DISCLAIMER: Undersigned disclaims any beneficial ownership.
- (4) By self as Co-Trustee for W.R. Timken Trust VI FBO W.R. Timken III. DISCLAIMER: Undersigned disclaims any beneficial ownership.
- (5) By self as Co-Trustee for W.R. Timken Trust VII FBO Mark P. Timken. DISCLAIMER: Undersigned disclaims any beneficial ownership.
- (6) By self as Co-Trustee for W.R. Timken Trust FBO Great Grandchildren. DISCLAIMER: Undersigned disclaims any beneficial ownership.
- (7) By self as Co-Trustee for Riley Roux Timken Irrevocable Trust. DISCLAIMER: Undersigned disclaims any beneficial ownership.
- (8) By self as Co-Trustee for Trust U/Will of H.H. Timken, Jr.
- (9) Reflects the issuance of shares in payment of deferred dividend credits on employee stock options which became payable at the rate of one share for each dividend credit on January 3, 2005.

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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