

Edgar Filing: TIMKEN CO - Form SC 13D/A

TIMKEN CO  
Form SC 13D/A  
August 22, 2003

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 1)\*

THE TIMKEN COMPANY

-----  
(Name of Issuer)

Common Stock Without Par Value

-----  
(Title of Class of Securities)

887389104

-----  
(CUSIP Number)

Patricia Nachtigal  
Senior Vice President, General Counsel  
Ingersoll-Rand Company  
200 Chestnut Ridge Road  
Woodcliff Lake, New Jersey 07677  
(201) 573-3473

-----  
(Name, Address and Telephone Number of Person Authorized  
to Receive Notices and Communications)

August 22, 2003

-----  
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of ss.ss.240.13d-1(e), 240.13(d)-1(f) or 240.13d-1(g), check the following box .

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See ss. 240.13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange

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Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No.887389104

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1. NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
Ingersoll-Rand Company  
13-5156640

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2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

(a)

(b)

---

3. SEC USE ONLY:

---

4. SOURCE OF FUNDS:  
OO

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5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) OR 2(e)

---

6. CITIZENSHIP OR PLACE OF ORGANIZATION:  
  
New Jersey

---

7. SOLE VOTING POWER  
0

NUMBER OF  
SHARES

---

8. SHARED VOTING POWER  
9,395,973

BENEFICIALLY  
OWNED BY

---

EACH 9. SOLE DISPOSITIVE POWER  
0

REPORTING

---

PERSON 10. SHARED DISPOSITIVE POWER  
9,395,973

WITH

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11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:  
9,395,973

---

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:

---

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):  
11.0%

---

14. TYPE OF REPORTING PERSON:  
CO

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13D

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1. NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
Ingersoll-Rand (Barbados) Holding Incorporated  
c/o David King & Co.  
First Floor  
Trident House  
Lower Broad Street  
Bridgetown, Barbados

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2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:  
  
(a)   
(b)

---

3. SEC USE ONLY:

---

4. SOURCE OF FUNDS:  
00

---

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) OR 2(e)

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---

6. CITIZENSHIP OR PLACE OF ORGANIZATION:  
Barbados

---

7. SOLE VOTING POWER  
0

NUMBER OF  
SHARES

---

8. SHARED VOTING POWER  
9,395,973

BENEFICIALLY  
OWNED BY

---

9. SOLE DISPOSITIVE POWER  
0

EACH  
REPORTING

---

10. SHARED DISPOSITIVE POWER  
9,395,973

PERSON  
WITH

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9,395,973

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12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:

---

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):  
11.0%

---

14. TYPE OF REPORTING PERSON:  
CO

---

CUSIP No.887389104

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1. NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
Ingersoll-Rand Global Holding Company Limited  
Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

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2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

(a)

(b)

---

3. SEC USE ONLY:

---

4. SOURCE OF FUNDS:

00

---

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) OR 2(e)

---

6. CITIZENSHIP OR PLACE OF ORGANIZATION:

Bermuda

---

7. SOLE VOTING POWER

0

NUMBER OF

SHARES

---

8. SHARED VOTING POWER

9,395,973

BENEFICIALLY

OWNED BY

EACH

---

9. SOLE DISPOSITIVE POWER

0

REPORTING

PERSON

---

10. SHARED DISPOSITIVE POWER

9,395,973

WITH

---

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

9,395,973

---

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:

---

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

11.0%

---

14. TYPE OF REPORTING PERSON:

CO

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Page 5 of 7 Pages  
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1. NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
Ingersoll-Rand Company Limited  
Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda
- 
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (a)   
(b)
- 
3. SEC USE ONLY:
- 
4. SOURCE OF FUNDS:  
00
- 
5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) OR 2(e)
- 
6. CITIZENSHIP OR PLACE OF ORGANIZATION:  
Bermuda
- 
- |              |                              |
|--------------|------------------------------|
|              | 7. SOLE VOTING POWER         |
|              | 0                            |
| NUMBER OF    |                              |
| SHARES       |                              |
| BENEFICIALLY | 8. SHARED VOTING POWER       |
|              | 9,395,973                    |
| OWNED BY     |                              |
| EACH         | 9. SOLE DISPOSITIVE POWER    |
| REPORTING    | 0                            |
| PERSON       |                              |
| WITH         | 10. SHARED DISPOSITIVE POWER |
|              | 9,395,973                    |
- 
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

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9,395,973

---

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:

[ ]

---

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

11.0%

---

14. TYPE OF REPORTING PERSON:

CO

---

CUSIP No.887389104

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Preamble

This statement amends and supplements the Statement on Schedule 13D originally filed on February 28, 2003 (the "Statement") by Ingersoll-Rand Company, a New Jersey corporation ("IR"), Ingersoll-Rand (Barbados) Holding Incorporated ("IRBHI"), a Barbados corporation, in its capacity as the parent company of IR, Ingersoll-Rand Global Holding Company Limited ("IRGHC"), a Bermuda corporation, in its capacity as the parent company of IRBHI and Ingersoll-Rand Company Limited ("IR Bermuda"), a Bermuda corporation, in its capacity as the parent company of IRGHC (together with IR, IRBHI and IRGHC, the "Reporting Persons"), with respect to the common stock without par value (the "Timken Common Stock") of The Timken Company, an Ohio corporation ("Timken"). Unless otherwise defined herein, terms defined in the Statement and used herein shall have the meanings given to them in the Statement.

Item 4. Purpose of Transaction.

Item 4 is hereby amended and supplemented by adding the following at the end thereof:

Also see Item 6 below, the contents of which are incorporated herein by reference.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of Timken.

Item 6 is hereby amended and supplemented by adding the following at the end thereof:

On August 18, 2003 the six-month period during which IR and IR Bermuda agreed, pursuant to the Standstill and Voting Agreement and subject to certain exceptions, not to transfer any Securities, expired. Notwithstanding the foregoing, certain limitations on IR's and IR Bermuda's ability to transfer Securities to certain persons or groups continue until such time as IR and IR Bermuda cease in the aggregate to own at least 4,272,890 shares of Timken Common Stock. In light of the expiration of the six-month period referred to above, the Reporting Persons are reviewing the possible courses of action available to them with respect to the disposition of all or part of the Timken Common Stock and may, subject to market conditions in effect from time to time, sell or otherwise dispose of all or part of the Timken Common Stock

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beneficially owned by them from time to time in any manner permitted by law and the Standstill and Voting Agreement.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

INGERSOLL-RAND COMPANY

By /s/Timothy R. McLevish  
-----

Timothy R. McLevish  
Senior Vice President and  
Chief Financial Officer

INGERSOLL-RAND (BARBADOS) HOLDING INCORPORATED

By /s/Ronald G. Heller  
-----

Ronald G. Heller  
Secretary

INGERSOLL-RAND GLOBAL HOLDING COMPANY LIMITED

By /s/Ronald G. Heller  
-----

Ronald G. Heller  
Vice President and  
Assistant Secretary

INGERSOLL-RAND COMPANY LIMITED

By /s/Timothy R. McLevish  
-----

Timothy R. McLevish  
Senior Vice President and  
Chief Financial Officer

Dated: August 22, 2003