

TIMKEN CO
Form S-8
August 30, 2004

Table of Contents

As filed with the Securities and Exchange Commission on August 30, 2004.

Registration No. 333-_____

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

FORM S-8

**REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933**

THE TIMKEN COMPANY

(Exact name of registrant as specified in its charter)

Ohio
(State or other jurisdiction of
incorporation or organization)
34-0577130
(I.R.S. Employer
Identification No.)
1835 Dueber Avenue, S.W., Canton, Ohio 44706-2798
(Address of principal executive offices including zip code)

MPB EMPLOYEES SAVINGS PLAN

(Full title of the plan)

Scott A. Scherff
Corporate Secretary and Assistant General Counsel
1835 Dueber Avenue, S.W.
Canton, Ohio 44706-2798
(Name and address of agent for service)

(330) 438-3000
(Telephone number, including area code, of agent for service)

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered (1)	Amount to be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price (2) (3)	Amount of Registration Fee
Common Stock without par value	100,000 shares	\$23.99	\$2,399,000.00	\$304.00

(1)

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Pursuant to Rule 416(c) under the Securities Act of 1933, this registration statement also covers an indeterminate amount of interests to be offered pursuant to the MPB Employees Savings Plan (the Plan).

- (2) Estimated pursuant to paragraphs (c) and (h) of Rule 457 under the Securities Act on the basis of the average of the high and low sale prices for Common Stock on the New York Stock Exchange on August 24, 2004.
 - (3) Estimated solely for purposes of determining the registration fee.
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TABLE OF CONTENTS

Item 8. Exhibits

SIGNATURES

EXHIBIT INDEX

EX-4(C) THE MPB EMPLOYEES' SAVINGS PLAN

EX-5 OPINION OF COUNSEL

EX-23(A) CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

EX-24 POWER OF ATTORNEY

Table of Contents

Pursuant to General Instruction E to Form S-8, the contents of Registration Statement No. 333-66907 filed with the Securities and Exchange Commission (the Commission) on November 6, 1998, are incorporated herein by reference. This registration statement on Form S-8 is filed for the purpose of registering an additional 100,000 Common Shares of the Registrant under the Plan.

Item 8. Exhibits.

The following Exhibits are being filed as part of this registration statement:

- 4(a) Amended Articles of Incorporation of the Registrant (filed as an exhibit to the Registrant's Form S-8 Registration Statement No. 333-02553 and incorporated herein by reference).
- (b) Amended Code of Regulations of the Registrant (filed as an exhibit to the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 1992, (File No. 1-1169) and incorporated herein by reference).
- (c) The MPB Employees Savings Plan.
- 5 Opinion of Counsel.
- 23(a) Consent of Independent Registered Public Accounting Firm.
- 23(b) Consent of Counsel (included in Exhibit 5).
- 24 Power of Attorney.

The Registrant will submit or has submitted the Plan and any amendments thereto to the Internal Revenue Service (IRS) in a timely manner and has made or will make all changes required by the IRS in order to qualify the Plan.

SIGNATURES

The Registrant. Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing this registration statement on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Canton, State of Ohio, on this 30th day of August 2004.

THE TIMKEN COMPANY

By: /s/Scott A. Scherff
Scott A. Scherff
Corporate Secretary and Assistant General Counsel

2

Table of Contents

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
* _____ James W. Griffith	President, Chief Executive Officer and Director (Principal Executive Officer)	August 30, 2004
* _____ Glenn A. Eisenberg	Executive Vice President Finance and Administration (Principal Financial Officer)	August 30, 2004
* _____ Sallie B. Bailey	Senior Vice President Finance and Controller (Principal Accounting Officer)	August 30, 2004
* _____ W.R. Timken, Jr.	Director	August 30, 2004
_____ Jerry J. Jasinowski	Director	
* _____ John A. Luke, Jr.	Director	August 30, 2004
* _____ Robert W. Mahoney	Director	August 30, 2004
* _____ Jay A. Precourt	Director	August 30, 2004
_____ Joseph W. Ralston		
* _____ Frank C. Sullivan	Director	August 30, 2004
* _____ 	Director	August 30, 2004

John M. Timken, Jr.

*

Director

August 30, 2004

Ward J. Timken

*

Director

August 30, 2004

Ward J. Timken, Jr.

*

Director

August 30, 2004

Joseph F. Toot, Jr.

Table of Contents

Signature	Title	Date
<hr/> *	Director	August 30, 2004

Jacqueline F. Woods

* This Registration Statement has been signed on behalf of the above-named directors and officers of the Company by Scott A. Scherff, Corporate Secretary and Assistant General Counsel of the Company, as attorney-in-fact pursuant to a power of attorney filed with the Securities and Exchange Commission as Exhibit 24 to this registration statement.

DATED: August 30, 2004

By: /s/ Scott A. Scherff
Scott A. Scherff, Attorney-in-Fact

The Plan. Pursuant to the requirements of the Securities Act of 1933, the Plan has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Canton, State of Ohio, on this 30th day of August 2004.

MPB EMPLOYEES SAVINGS PLAN

By: /s/ Scott A. Scherff
Scott A. Scherff, Corporate Secretary
and
Assistant General Counsel

4

Table of Contents

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