

EISENBERG GLENN A
 Form 4
 February 14, 2012

FORM 4

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

OMB APPROVAL

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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)
02/13/2012

____ 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 or Price | | |
| Common Stock | 02/13/2012 | | M | | 10,425 A \$ 30.7 | 74,426 | D |
| Common Stock | 02/13/2012 | | F | | 1,340 D \$ 52.31 | 73,086 | D |
| Common Stock | 02/13/2012 | | S | | 9,085 D \$ 52.31 | 64,001 | D |
| Common Stock | 02/13/2012 | | M | | 13,525 A \$ 14.74 | 77,526 | D |
| Common Stock | 02/13/2012 | | F | | 3,201 D \$ 52.37 | 74,325 | D |

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| | | | | | | | | |
|--------------|------------|---|--------|---|----------|--------|---|--------|
| Common Stock | 02/13/2012 | S | 10,324 | D | \$ 52.37 | 64,001 | D | |
| Common Stock | | | | | | 5,074 | 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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Employee Stock Option (right to buy) | \$ 30.7 | 02/13/2012 | | M | 10,425 | 02/04/2009 ⁽¹⁾ 02/04/2018 | Common Stock | 10,425 |
| Employee Stock Option (right to buy) | \$ 14.74 | 02/13/2012 | | M | 13,525 | 02/02/2010 ⁽²⁾ 02/02/2019 | Common Stock | 13,525 |

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

02/14/2012

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

(2) 54,100 shares granted on 2/2/2009 (previously reported on a Form 4) vest 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.

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