

TIMKEN CO
Form 5
February 07, 2013

FORM 5

**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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
TIMKEN WARD JACKSON

(Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
TIMKEN CO [TKR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

200 MARKET AVE N, SUITE 210

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2012

Director 10% Owner
 Officer (give title below) Other (specify below)

CANTON, OH 44702-1437

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
| Common Stock | 11/23/2012 | ^ | J | (A) or (D) Price 2,866 (4) A \$ 0 | 467,972 | D | ^ |
| Common Stock | 11/30/2012 | ^ | J | 16 (4) A \$ 0 | 467,988 | D | ^ |
| Common Stock | 11/23/2012 | ^ | J | 2,866 (4) D \$ 0 | 0 | I | Savings Inv. Plan |
| Common Stock | 11/30/2012 | ^ | J | 16 (4) D \$ 0 | 0 | I | Savings Inv. Plan |
| | ^ | ^ | ^ | ^ ^ ^ | 50,217 | I | |

| | | | | | | | | | | |
|--------------|---|---|---|---|---|---|---------|---|--|-----------------------|
| Common Stock | | | | | | | | | | By Spouse (1) |
| Common Stock | ^ | ^ | ^ | ^ | ^ | ^ | 20,000 | I | | Co-Trustee (1) (2) |
| Common Stock | ^ | ^ | ^ | ^ | ^ | ^ | 450,000 | I | | Co-Trustee (3) |

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. Price of Derivative Security (Instr. 5) | 9. of D Se B O E Is Fi (I |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---------------------------|
| | | | | | (A) (D) | Date Exercisable Expiration Date | Title | Amount or Number of Shares | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| TIMKEN WARD JACKSON 200 MARKET AVE N SUITE 210 CANTON, OH 44702-1437 | ^ X | ^ | ^ | ^ |

Signatures

Ward J Timken 02/07/2013

**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 interest.
- (2) Indirect beneficial ownership by self as co-trustee for WR Timken Trust fbo Great-Grandchildren

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- (3) Co-Trustee of Trust U/Will of H.H. Timken, Jr. DISCLAIMER: Undersigned disclaims beneficial ownership, except for his one-sixth income interest in the trust.
- (4) Rollover of shares from Savings and Investment Plan into Individual Retirement Account. Shares withdrawn differ from previous balance due to automatic reinvesting within Plan.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.