COX PHILLIP R Form 4

January 04, 2006 FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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OMB APPROVAL

if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

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(b).

Stock

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading COX PHILLIP R Issuer Symbol TIMKEN CO [TKR] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) X_ Director 10% Owner Officer (give title Other (specify 1835 DUEBER AVE. S. W. 12/30/2005 below) (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting CANTON, OH 44706 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial Indirect (I) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Ownership Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price Common 3,000 D

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Numb	oer	6. Date Exerci	sable and	7. Title and	Amount of	8. Pr
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction of Derivative		Expiration Date		Underlying Securities		Deri	
Security	or Exercise		any	Code	Securities		(Month/Day/Year)		(Instr. 3 and 4)		Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquire	d					(Inst
	Derivative				(A) or						
	Security				Disposed of						
					(D)						
					(Instr. 3.	, 4,					
					and 5)						
				Code V	/ (A)	(D)	Date	Expiration	Titla	Amount	
				Code	(A)	(D)	Exercisable	Date	Title		
							Exercisable	Date		Or Number	
										Number	
										of	
										Shares	
Phantom Stock	\$ 0 (1)	12/30/2005		A	66.41		12/30/2005	(2)	Common Stock	66.41	\$ 3

Reporting Owners

Reporting Owner Name / Address	Relationships						
Transfer and an area are	Director	10% Owner	Officer	Other			
COX PHILLIP R 1835 DUEBER AVE. S. W. CANTON, OH 44706	X						

Signatures

Scott A. Scherff - Attorney in Fact 01/04/2006

**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) The units convert to common stock on a one for one basis.
- (2) The units are to be settled within 1 year after directorship ceases.
- (3) Includes 5.41 phantom stock units acquired as deemed dividends under The Timken Company Director Deferred Compensation plan on 12/30/05.

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

Reporting Owners 2