

TIMKEN CO
Form S-8
March 08, 2004

As filed with the Securities and Exchange Commission on March 8, 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 34-0577130
(State or other jurisdiction of (I.R.S. Employer
incorporation or organization) Identification No.)

1835 Dueber Avenue, S.W., Canton, Ohio 44706-2798
(Address of principal executive offices including zip code)

THE RAIL BEARING SERVICE EMPLOYEE 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	10,000 shares	\$22.26	\$222,600	\$ 28.21

(1) Pursuant to Rule 416(c) under the Securities Act of 1933, as amended (the Securities Act), this registration statement also covers an indeterminate amount of interests to be offered pursuant to The Rail Bearing Service Employee Savings Plan (the Plan).

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- (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 March 1, 2004.
 - (3) Estimated solely for the purposes of determining the registration fee.
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Pursuant to General Instruction E to Form S-8, the contents of the registration statement on Form S-8 (Registration No. 333-45753) as filed with the Securities and Exchange Commission on February 6, 1998, to register the Common Shares, without par value, of the Registrant to be issued under the Plan are hereby incorporated by reference. This registration statement on Form S-8 is filed for the purpose of registering an additional 10,000 Common Shares of the Registrant under the Plan.

Item 8. Exhibits.

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

- 5 Opinion of Counsel
- 23(a) Consent of Independent Auditors
- 23(b) Consent of Counsel (included in Exhibit 5)
- 24 Power of Attorney

SIGNATURES

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 8th day of March 2004.

THE TIMKEN COMPANY

By: /s/Scott A. Scherff

Scott A. Scherff
Corporate Secretary and Assistant General
Counsel

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The Registrant. 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)	March 8, 2004
* _____ Glenn A. Eisenberg	Executive Vice President Finance and Administration (Principal Financial Officer)	March 8, 2004
* _____ Sallie B. Bailey	Senior Vice President Finance and Controller (Principal Accounting Officer)	March 8, 2004
* _____ W.R. Timken, Jr.	Director	March 8, 2004
* _____ Stanley C. Gault	Director	March 8, 2004
* _____ John A. Luke, Jr.	Director	March 8, 2004
* _____ Robert W. Mahoney	Director	March 8, 2004
* _____ Jay A. Precourt	Director	March 8, 2004
* _____ Joseph W. Ralston	Director	March 8, 2004
* _____ Frank C. Sullivan	Director	March 8, 2004

John M. Timken, Jr.

*

Director

March 8, 2004

Ward J. Timken

*

Director

March 8, 2004

Ward J. Timken, Jr.

*

Director

March 8, 2004

Joseph F. Toot, Jr.

_____	Director	_____
Martin D. Walker		
_____	Director	_____
* Jacqueline F. Woods		March 8, 2004

* 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: March 8, 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 8th day of March 2004.

THE RAIL BEARING SERVICE
EMPLOYEE
SAVINGS PLAN

By: /s/Scott A. Scherff

Scott A. Scherff
Corporate Secretary and
Assistant General Counsel

EXHIBIT INDEX

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