

TIMKEN CO  
Form 4  
November 15, 2010

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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**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 \*  
BURKHART WILLIAM R

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)

3. Date of Earliest Transaction (Month/Day/Year)

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

1835 DUEBER AVE. S. W.

11/12/2010

Sr. VP and General Counsel

(Street)

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

CANTON, OH 44706

(City) (State) (Zip)

**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 (A) or (D) Price   |   |  |   |
| Common Stock                    | 11/12/2010                           |  | M                              | 13,000 A \$ 30.93   | 32,644  | D  |   |
| Common Stock                    | 11/12/2010                           |  | S                              | 13,000 D \$ 42.93   | 19,644  | D  |   |
| Common Stock                    | 11/12/2010                           |  | M                              | 12,375 A \$ 29.23   | 32,019  | D  |   |
| Common Stock                    | 11/12/2010                           |  | S                              | 12,375 D \$ 42.94   | 19,644  | D  |   |
| Common Stock                    | 11/12/2010                           |  | M                              | 7,700 A \$ 30.7   | 27,344  | D  |   |

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|              |            |   |       |   |          |        |   |        |
|--------------|------------|---|-------|---|----------|--------|---|--------|
| Common Stock | 11/12/2010 | S | 7,700 | D | \$ 42.99 | 19,644 | D |        |
| Common Stock |            |   |       |   |          | 8,501  | I | 401(k) |

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)

| 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)       | \$ 30.93   | 11/12/2010                           |  | M                              | 13,000  | 02/06/2007 <sup>(1)</sup> 02/06/2016                     | Common Stock  | 13,000                     |
| Employee Stock Option (right to buy)       | \$ 29.23   | 11/12/2010                           |  | M                              | 12,375  | 02/05/2008 <sup>(2)</sup> 02/05/2017                     | Common Stock  | 12,375                     |
| Employee Stock Option (right to buy)       | \$ 30.7  | 11/12/2010                           |  | M                              | 7,700   | 02/04/2009 <sup>(3)</sup> 02/04/2018                     | Common Stock  | 7,700                      |

## Reporting Owners

| Reporting Owner Name / Address               | Relationships |           |                            |       |
|--|---------------|-----------|----------------------------|-------|
|  | Director      | 10% Owner | Officer                    | Other |
| BURKHART WILLIAM R<br>1835 DUEBER AVE. S. W. |               |           | Sr. VP and General Counsel |       |

CANTON, OH 44706

## Signatures

Scott A. Scherff - Attorney  
in Fact

11/15/2010

\_\_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) 13,000 shares granted on 2/6/2006 (previously reported on a Form 4) vested in 25% increments per year.
  - (2) 16,500 shares granted on 2/5/2007 (previously reported on a Form 4) vest in 25% increments per year.
  - (3) 15,400 shares granted on 2/4/2008 (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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