### EISENBERG GLENN A

Form 4

February 10, 2011

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287 January 31,

0.5

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**OMB APPROVAL** 

burden hours per response...

5. Relationship of Reporting Person(s) to

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

Check this box

obligations may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

EISENBERG GLENN A			Symbol	Symbol TIMKEN CO [TKR]					Issuer			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Check all applicable)						e)			
1835 DUEBER AVE. S. W.				(Month/Day/Year) 02/08/2011					Director 10% Owner _X Officer (give title Other (specify below)  Ex. VP - Finance & Admin.			
(Street)			4. If Ame	4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check			
CANTON, O	Filed(Mor	Filed(Month/Day/Year)					Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)	(State)	(Zip)	Tabl	e I - No	n-D	erivative S	ecuri	ties Acq	uired, Disposed o	of, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction D (Month/Day/Yea	ar) Executi any	emed ion Date, if /Day/Year)	3. Transa Code (Instr.		4. Securitin(A) or Dis (Instr. 3, 4)	sposed	of (D)	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)	
Common Stock	02/08/2011			M		10,900	A	<u>(1)</u>	60,635	D		
Common Stock	02/08/2011			F		1,124	D	\$ 49.6	59,511	D		
Common Stock									4,768	I	401(k)	

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

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#### number.

# 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)	ransactiorDerivative Code Securities Acquired		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Underlying (Instr. 3 and
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Employee Stock Option (right to buy)	\$ 49.91	02/08/2011		A	31,500		02/08/2012(2)	02/08/2021	Commor Stock
Performance Rights	(1)	02/08/2011		A	6,300		<u>(1)</u>	02/08/2015	Commor Stock
Performance Rights	<u>(1)</u>	02/08/2011		M		10,900	<u>(1)</u>	02/08/2014	Commor Stock

## **Reporting Owners**

Reporting Owner Name / Address	Relationships
Tre por ting o where I taline / III and tops	

Director 10% Owner Officer Other

EISENBERG GLENN A 1835 DUEBER AVE. S. W. CANTON, OH 44706

Ex. VP - Finance & Admin.

## **Signatures**

Scott A. Scherff - Attorney in Fact 02/10/2011

\*\*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) Reflects the accrual of contingent rights to receive shares of common stock which vest over a four year period under certain specified circumstances.
- (2) The option becomes exercisable in (a) annual 25 percent increments begining on 2/8/2012 or (b) in the event of retirement, death or disability of the participant or (c) upon the occurrence of a change in control of the Company or similar event.

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.

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