TIMKEN CO Form 4 February 10, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005

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

SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations may continue.

See Instruction

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * GRIFFITH JAMES W			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	(Check an applicable)			
1835 DUEBER AVE. S. W.		V.	(Month/Day/Year) 02/08/2012	_X_ Director 10% Owner _X_ Officer (give title Other (specify below) President and CEO			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
CANTON, OH	44706		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 - Non-I	Derivative (Securi	ities Acqu	uired, Disposed of	f, or Beneficial	ly 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. Securit or(A) or Dir (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	02/08/2012		M	22,000	A	(1)	418,618	D	
Common Stock	02/08/2012		F	2,274 (2)	D	\$ 51.35	416,344	D	
Common Stock	02/08/2012		F	3,659 (3)	D	\$ 51.35	412,685	D	
Common Stock							24,362	I	401(k)

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

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SEC 1474 (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 orderivative of Acquired (A Disposed of (Instr. 3, 4,	Securities A) or f (D)	6. Date Exercisab Expiration Date (Month/Day/Year	Ţ
				Code V	(A)	(D)	Date Exercisable	Expiration Date
Employee Stock Option (right to buy)	\$ 51.76	02/09/2012		A	112,800	(= /	02/09/2013(4)	02/09/2022
Performance-Based Restricted Stock Units	<u>(5)</u>	02/09/2012		A	30,000		12/31/2014 <u>(5)</u>	12/31/2014
Performance Rights	<u>(1)</u>	02/08/2012		M		22,000	<u>(1)</u>	02/08/2014

Reporting Owners

Reporting Owner Name / Address	Relationships						
reporting Owner Funite / Futuress	Director	10% Owner	Officer	Other			
GRIFFITH JAMES W 1835 DUEBER AVE. S. W. CANTON, OH 44706	X		President and CEO				

Signatures

Scott A. Scherff - Attorney in Fact 02/10/2012

**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) Shares withheld for taxes on vested portion of 22,000 performance shares granted 2-8-2011 that vest in 25% increments over a four year period.
- (3) Shares withheld for taxes on vested portion of 35,400 performance shares granted 2-8-2010 previously reported on a Form 4 that vest in 25% increments over a four year period.

Reporting Owners 2

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- (4) The option becomes exercisable in (a) annual 25 percent increments begining on 2/9/2013 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.
- (5) Performance based restricted stock are subject to certain performance criteria between 1/1/2012 and 12/31/2014 and if the criteria is met then they fully vest 3 years therefrom.

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.