

EISENBERG GLENN A
Form 4
February 10, 2012

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
EISENBERG GLENN A

(Last) (First) (Middle)
1835 DUEBER AVE. S. W.

(Street)

CANTON, OH 44706

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
TIMKEN CO [TKR]

3. Date of Earliest Transaction
(Month/Day/Year)
02/08/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Ex. VP - Finance & Admin.

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Price | | | |
| Common Stock | 02/08/2012 | | M | 6,300 A | 65,339 | D | |
| Common Stock | 02/08/2012 | | F | 490 ⁽²⁾ D | \$ 51.35 64,849 | D | |
| Common Stock | 02/08/2012 | | F | 848 ⁽³⁾ D | \$ 51.35 64,001 | D | |
| Common Stock | | | | | 5,074 | I | 401(k) |

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

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(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 Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|------------|------------------|-----------------|-------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title |
| Employee Stock Option (right to buy) | \$ 51.76 | 02/09/2012 | | A | 28,900 | 02/09/2013 ⁽⁴⁾ | 02/09/2022 | | | Co S |
| Performance-Based Restricted Stock Units | ⁽⁵⁾ | 02/09/2012 | | A | 11,500 | 12/31/2014 ⁽⁵⁾ | 12/31/2014 | | | Co S |
| Performance Rights | ⁽¹⁾ | 02/08/2011 | | M | 6,300 | ⁽¹⁾ | 02/08/2015 | | | Co S |

Reporting Owners

Reporting Owner Name / Address

Relationships

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

Director 10% Owner Officer Other

Ex. VP - Finance & Admin.

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 6,300 performance shares granted 2-8-2011 that vest in 25% increments over a four year period.

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- (3) Shares withheld for taxes on vested portion of 10,900 performance shares granted 2-8-2010 previously reported on a Form 4 that vest in 25% increments over a four year period.
- (4) The option becomes exercisable in (a) annual 25 percent increments beginning 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.

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