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TIMKEN CO
Form 8-K
August 07, 2002

1.

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

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15 (d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported): August 7, 2002

THE TIMKEN COMPANY

(Exact name of registrant as specified in charter)

Ohio	1-1169	34-0577130
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(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)
1835 Dueber Avenue, S.W., Canton, Ohio		44706-2798
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(Address of Principal Executive Offices)		(Zip Code)

Registrant's telephone number, including area code: (330) 438-3000

ITEM 5. Other Events and Regulation FD Disclosure

The Timken Company is furnishing herewith the Statements under Oath of its President and Chief Executive Officer and its Executive Vice President-Finance and Administration regarding facts and circumstances relating to Exchange Act Filings as Exhibits 99.1 and 99.2, respectively, which are included herein. James W. Griffith, President and Chief Executive Officer of The Timken Company and Glenn A. Eisenberg, Executive Vice President-Finance and Administration of The Timken Company, signed these statements on August 5 2002. The statements

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were filed with the Securities and Exchange Commission (SEC) on August 6, 2002 pursuant to the SEC's Order No. 4-460 (June 27, 2002).

Item 7. Financial Statements and Exhibits

The following exhibits are included herein:

99.1 Statement under Oath of President and Chief Executive Officer regarding Facts and Circumstances relating to Exchange Act filings

99.2 Statement under Oath of Executive Vice President-Finance and Administration regarding Facts and Circumstances relating to Exchange Act filings

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

The Timken Company

/s/ William R. Burkhart
William R. Burkhart
Senior Vice President and
General Counsel

Dated: August 7, 2002

EXHIBIT INDEX

Exhibit	Description
99.1	Statement under Oath of Principal Executive Officer regarding Facts and Circumstances relating to Exchange Act filings
99.2	Statement under Oath of Principal Financial Officer regarding Facts and Circumstances relating to Exchange Act Filings

Exhibit 99.1

Statement Under Oath of Principal Executive Officer
Regarding Facts and Circumstances Relating to Exchange Act Filings

I, James W. Griffith, President and Chief Executive Officer of The Timken Company (the "Company") state and attest that:

(1) To the best of my knowledge, based upon a review of the covered reports of the Company, and, except as corrected or supplemented in a subsequent covered report:

* no covered report contained an untrue statement of a material fact as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed); and

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* no covered report omitted to state a material fact necessary to make the statements in the covered report, in light of the circumstances under which they were made, not misleading as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed).

(2) I have reviewed the contents of this statement with the Company's audit committee.

(3) In this statement under oath, each of the following, if filed on or before the date of this statement, is a "covered report":

* Annual Report on Form 10-K for the year ended December 31, 2001 of the Company;

* all reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of the Company filed with the Commission subsequent to the filing of the Form 10-K identified above; and

* any amendments to any of the foregoing.

/s/ James W. Griffith
James W. Griffith
President and Chief Executive Officer
The Timken Company
August 5, 2002

Subscribed and sworn to
before me this 5th day of
August, 2002.
/s/ Janine M. Owesney
Notary Public
My Commission Expires: 9-29-03

Exhibit 99.2

Statement Under Oath of Principal Financial Officer
Regarding Facts and Circumstances Relating to Exchange Act Filings

I, Glenn A. Eisenberg, Executive Vice President - Finance and Administration of The Timken Company (the "Company") state and attest that:

(1) To the best of my knowledge, based upon a review of the covered reports of the Company, and, except as corrected or supplemented in a subsequent covered report:

* no covered report contained an untrue statement of a material fact as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed); and

* no covered report omitted to state a material fact necessary to make the statements in the covered report, in light of the circumstances under which they were made, not misleading as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed).

(2) I have reviewed the contents of this statement with the Company's audit committee.

(3) In this statement under oath, each of the following, if filed on or before the date of this statement, is a "covered report":

* Annual Report on Form 10-K for the year ended December 31, 2001 of the Company;

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* all reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of the Company filed with the Commission subsequent to the filing of the Form 10-K identified above; and

* any amendments to any of the foregoing.

/s/ Glenn A. Eisenberg
Glenn A. Eisenberg
Executive Vice President - Finance
and Administration
The Timken Company
August 5, 2002

Subscribed and sworn to
before me this 5th day of
August, 2002.

/s/ Janine M. Owesney
Notary Public
My Commission Expires: 9/29/03