

TIMKEN CO  
Form 4  
May 03, 2007

**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 \*  
**GRIFFITH JAMES W**

(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)  
**05/02/2007**

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)  
**President and CEO**

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	05/02/2007		M		28,000 A \$ 19.56	254,430	D
Common Stock	05/02/2007		F		21,064 D \$ 33.8	233,366	D
Common Stock	05/02/2007		M		50,000 A \$ 18.38	283,366	D
Common Stock	05/02/2007		F		36,582 D \$ 33.8	246,784	D
Common Stock	05/02/2007		M		20,500 A \$ 18.38	267,284	D

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Common Stock	05/02/2007	F	15,012	D	\$ 33.73	252,272	D	
Common Stock						20,636	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)	\$ 19.56	05/02/2007		M	28,000	04/20/2000 <sup>(1)</sup> 04/20/2009	Common Stock	28,000
Employee Stock Option (Right to Buy)	\$ 18.38	05/02/2007		M	50,000	11/05/2000 <sup>(2)</sup> 01/15/2009	Common Stock	50,000
Employee Stock Option (Right to Buy)	\$ 18.38	05/02/2007		M	20,500	<sup>(3)</sup> 01/15/2009	Common Stock	20,500

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GRIFFITH JAMES W 1835 DUEBER AVE. S. W.	X		President and CEO	

CANTON, OH 44706

## Signatures

Scott A. Scherff, Attorney  
in fact

05/03/2007

\_\_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) 28,000 shares granted on 4/20/1999 (previously reported on a Form 4) vested in 25% increments per year over 4 years.
- (2) 50,000 shares granted on 11/5/1999 (previously reported on a Form 4) vested in 25% increments per year over 4 years
- (3) 60,000 shares granted on 11/5/1999 (previously reported on a Form 4) . Price vesting - 30,000 vested when the stock price hit \$35.00 and 30,000 vest when the stock price hits \$50.00

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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