

TIMKEN JOHN M JR

Form 4

May 02, 2007

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
TIMKEN JOHN M JR

(Last) (First) (Middle)

200 MARKET AVENUE NORTH,
SUITE 210

(Street)

CANTON, OH 44702-1437

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

TIMKEN CO [TKR]

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

04/30/2007

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)

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	(A) or (D)	Price
Common Stock	05/01/2007		A		2,500	A	\$ 32.93
Common Stock	05/02/2007		M		3,000	A	\$ 25.4
Common Stock	05/02/2007		S		3,000	D	\$ 33.7429
Common Stock	05/02/2007		M		3,000	A	\$ 24.14
Common Stock	05/02/2007		S		3,000	D	\$ 33.7429

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Common Stock	05/02/2007		M	3,000	A	\$ 26.35	384,814	D	
Common Stock	05/02/2007		S	3,000	D	\$ 33.7429	381,814	D	
Common Stock							3,017	I	By self as advisor to trust ⁽⁶⁾
Common Stock							10,460	I	By Spouse ⁽¹⁾
Common Stock	05/01/2007		J V	26,423	D	\$ 0	0	I	By Child ⁽¹⁾ ⁽⁷⁾
Common Stock							116,000	I	Beneficiary of Trust ⁽²⁾
Common Stock							177,800	I	Advisor of Trust ⁽³⁾
Common Stock							56,437	I	Trustee ⁽⁴⁾
Common Stock	04/30/2007		S	17,500	D	\$ 33.1734	500,000	I	Co-Trustee ⁽⁵⁾

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 (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 Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Nonqualified Stock Option (Right to Buy)	\$ 25.4	05/02/2007		M		3,000		04/16/2003	04/16/2012	Common Stock	3,000

Nonqualified Stock Option (Right to Buy)	\$ 24.14	05/02/2007	M	3,000	04/20/2005	04/20/2014	Common Stock	3,000
Nonqualified Stock Option (Right to Buy)	\$ 26.35	05/02/2007	M	3,000	04/19/2006	04/19/2015	Common Stock	3,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TIMKEN JOHN M JR 200 MARKET AVENUE NORTH, SUITE 210 CANTON, OH 44702-1437	X			

Signatures

John M.
Timken, Jr. 05/02/2007

__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) DISCLAIMER: Undersigned disclaims any beneficial interest.
- (2) Beneficiary of John M. Timken Trust D FBO John M. Timken, Jr.
- (3) Advisor for five subtrusts of John M. Timken No. 1, Fund A, Marital.
- (4) Trustee for Susan H. Timken Generation Skipping Trust
- (5) Co-Trustee of Trust U/Will of H.H. Timken, Jr. DISCLAIMER: Undersigned disclaims beneficial ownership, except for his one-sixth income interest in the trust.
- (6) By Self as advisor to trustee for John M Timken, Jr. Revocable Trust
- (7) The reporting person no longer has a reportable interest in 26,423 shares of stock held by his youngest child, which were included in the reporting person's prior reports.

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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