

TIMKEN CO
Form 4
May 02, 2012

FORM 4

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

OMB APPROVAL

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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 *
Coughlin Christopher A

(Last) (First) (Middle)
1835 DUEBER AVE SW
(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)
05/02/2012

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)

President-proc ind & supp chn

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	05/02/2012		M		11,000	A	\$ 30.93
Common Stock	05/02/2012		F		2,013	D	\$ 55.66
Common Stock	05/02/2012		S		8,987	D	\$ 55.66
Common Stock	05/02/2012		M		11,000	A	\$ 29.23
Common Stock	05/02/2012		F		2,125	D	\$ 55.32

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Common Stock	05/02/2012	S	8,875	D	\$ 55.32	24,327	D	
Common Stock	05/02/2012	M	11,000	A	\$ 30.7	35,327	D	
Common Stock	05/02/2012	F	2,007	D	\$ 55.47	33,320	D	
Common Stock	05/02/2012	S	8,993	D	\$ 55.47	24,327	D	
Common Stock						15,985	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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option -Right to Buy	\$ 30.93	05/02/2012		M	11,000	02/06/2007 ⁽¹⁾ 02/06/2016	Common Stock	11,000	
Employee Stock Option - Right to Buy	\$ 29.23	05/02/2012		M	11,000	02/05/2008 ⁽²⁾ 02/05/2017	Common Stock	11,000	
Employee Stock Option - Right to Buy	\$ 30.7	05/02/2012		M	11,000	02/04/2009 ⁽³⁾ 02/04/2018	Common Stock	11,000	

