

TIMKEN CO
Form 4
February 14, 2005

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 *
ARNOLD MICHAEL C

(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)
02/10/2005

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 - Industrial

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)			
				(A) or (D)	Price					
Common Stock	02/10/2005		M	V	11,900	A	\$ 19.56	52,822	D	
Common Stock	02/10/2005		S		10,524	D	\$ 27.46	42,298	D	
Common Stock	02/10/2005		F		1,376	D	\$ 27.46	40,922	D	
Common Stock	02/10/2005		M		4,000	A	\$ 18.69	44,922	D	
Common Stock	02/10/2005		S		3,538	D	\$ 27.46	41,384	D	

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Common Stock	02/10/2005	F	462	D	\$ 27.46	40,922	D	
Common Stock	02/10/2005	M	6,000	A	\$ 22.06	46,922	D	
Common Stock	02/10/2005	S	5,306	D	\$ 27.46	41,616	D	
Common Stock	02/10/2005	F	694	D	\$ 27.46	40,922	D	
Common Stock	02/10/2005	M	10,000	A	\$ 17.56	50,922	D	
Common Stock	02/10/2005	S	8,843	D	\$ 27.46	42,079	D	
Common Stock	02/10/2005	F	1,157	D	\$ 27.46	40,922	D	
Common Stock	02/10/2005	M	30,000	A	\$ 15.88	70,922	D	
Common Stock	02/10/2005	S	26,529	D	\$ 27.46	44,393	D	
Common Stock	02/10/2005	F	3,471	D	\$ 27.46	40,922	D	
Common Stock	02/10/2005	M	26,250	A	\$ 15.02	67,172	D	
Common Stock	02/10/2005	S	14,410	D	\$ 27.44	52,762	D	
Common Stock	02/10/2005	F	3,821	D	\$ 27.44	48,941	D	
Common Stock						9,197	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,	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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and 5)

	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee stock option (right to buy)					04/20/2000 ⁽¹⁾	04/20/2009	Common Stock	11,900
Employee Stock Option (right to buy)					04/18/1996 ⁽²⁾	04/18/2005	Common Stock	4,000
Employee Stock Option (right to buy)					04/16/1997 ⁽³⁾	04/16/2006	Common Stock	6,000
Employee Stock Option (right to buy)					04/15/2004 ⁽⁴⁾	04/15/2013	Common Stock	10,000
Employee Stock Option (right to buy)					04/18/2001 ⁽⁵⁾	04/18/2010	Common Stock	30,000
Employee Stock Option (right to buy)					04/17/2002 ⁽⁶⁾	04/17/2011	Common Stock	26,250

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ARNOLD MICHAEL C 1835 DUEBER AVE. S. W. CANTON, OH 44706			President - Industrial	

Signatures

Scott A. Scherff, Attorney
in fact

02/14/2005

__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) 11,900 shares granted on 4/20/1999 (previously reported on a Form 4) vest in 25% increments over 4 years.
- (2) 4,000 shares granted on 4/18/1995 (previously reported on a Form 4) vest in 25% increments over 4 years.
- (3) 6,000 shares granted on 4/16/1996 (previously reported on a Form 4) vest in 25% increments over 4 years.
- (4) 40,000 shares granted on 4/15/2003 (previously reported on a Form 4) vest in 25% increments over 4 years.
- (5) 30,000 shares granted on 4/18/2000 (previously reported on a Form 4) vest in 25% increments over 4 years.
- (6) 35,000 shares granted on 4/17/2001 (previously reported on a Form 4) vest in 25% increments over 4 years

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.