TIMKEN CO
Form 4
May 19, 2008

FORM 4

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

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 Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
TIMKEN WARD JACKSON

(Last) (First) (Middle)

200 MARKET AVE N, 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)
05/15/2008

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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	05/15/2008		M		7,000	A	$ 15.875	469,621	D	
Common Stock	05/15/2008		F		4,331	D	$ 36.5769	465,290	D	
Common Stock	05/15/2008		M		5,000	A	$ 25.4	470,290	D	
Common Stock	05/15/2008		F		3,987	D	$ 36.5751	466,303	D	
Common Stock								2,656	I	Savings Inv. Plan
								45,217	I	

Common Stock				By Spouse (1)
Common Stock		24,000	I	Co-Trustee (1) (2)
Common Stock		500,000	I	Co-Trustee (3)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (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 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 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) (4)	$ 25.4	05/15/2008		M		5,000		(4)	04/16/2012	Common Stock	5,000
Nonqualifed Stock Option (Right to Buy) (5)	$ 15.875	05/15/2008		M		7,000		(5)	04/18/2010	Common Stock	7,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TIMKEN WARD JACKSON 200 MARKET AVE N SUITE 210 CANTON, OH 44702-1437	X			

Signatures

Ward J Timken 05/19/2008

**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) Indirect beneficial ownership by self as co-trustee for WR Timken Trust FBO Great-Grandchildren

(3) 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.

(4) Nonqualified stock option with limited transferability granted to the reporting person pursuant to the Timken Company Long-Term Incentive Plan. Option became exercisable in 25 percent annual increments beginning April 16, 2003, the first anniversary date of the grant.

(5) Nonqualifed stock option with limited transferability granted to the reporting person pursuant to the Timken Company Long-Term Incentive Plan. Option became exercisable in 25 percent annual increments beginning April 18, 2001, the first anniversary date of the grant.

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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