TIMKEN CO Form 4 May 05, 2010

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

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

Form 5

obligations

(Print or Type Responses)

| (Time of Type | responses) | | | | | | | | |
|-------------------------------------------------------------------|-----------------------------------------|-----------|--------------------------------------------------------------------|----------------------------------------|--------------------------------------------------------------------------|------------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|--|
| 1. Name and Address of Reporting Person * MIRAGLIA SALVATORE J JR | | | 2. Issuer Name and Ticker or Trading Symbol TIMKEN CO [TKR] | | | 5. Relationship of Reporting Person(s) to Issuer | | | |
| | | | | _ | - | (Check all applicable) | | | |
| (Last) | (First) (1 | Middle) 3 | 3. Date of | f Earliest Ti | ransaction | | | | |
| 1835 DUEBER AVE. S. W. | | | (Month/D 05/03/20 | 0ay/Year) 010 | | Director 10% Owner _X_ Officer (give title Other (specify below) President - Steel | | | |
| | (Street) | 4 | 4. If Amendment, Date Original | | | 6. Individual or Joint/Group Filing(Check | | | |
| CANTON, | ОН 44706 | I | Filed(Mor | nth/Day/Year | r) | Applicable Line) _X_ Form filed by | | rson | |
| (City) | (State) | (Zip) | Tabl | e I - Non-I | Derivative Securities Acq | uired, Disposed o | f, or Beneficial | ly Owned | |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | | Date, if | 3. Transactio Code (Instr. 8) | 4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature Indirect Beneficia Ownersh (Instr. 4) | |

| 1.Title of | 2. Transaction Date | 2A. Deemed | 3. 4. Securities Acquired | | | 5. Amount of | 6. | 7. Nature of | |
|------------|---------------------|--------------------|-----------------------------------|--------|--------|--------------|------------------|--------------|------------|
| Security | (Month/Day/Year) | Execution Date, if | Transaction(A) or Disposed of (D) | | | | Securities | Ownership | Indirect |
| (Instr. 3) | | any | Code | | | | Beneficially | Form: Direct | Beneficial |
| | | (Month/Day/Year) | (Instr. 8) | | | | Owned | (D) or | Ownership |
| | | | | | | | Following | Indirect (I) | (Instr. 4) |
| | | | | | (4) | | Reported | (Instr. 4) | |
| | | | | | (A) or | | Transaction(s) | | |
| | | | Code V | Amount | (D) | Price | (Instr. 3 and 4) | | |
| Common | 05/03/2010 | | M | 4,000 | A | \$ | 53,157 | D | |
| Stock | 03/03/2010 | | 1 V1 | 4,000 | А | 25.21 | 33,137 | Ъ | |
| Common | | | | | | ¢ | | | |
| Common | 05/03/2010 | | S | 3,642 | D | \$ | 49,515 | D | |
| Stock | | | | | | 35.14 | | | |
| Common | 0.5.10.0.10.0.10 | | _ | 2.50 | _ | \$ | 40.455 | ~ | |
| Stock | 05/03/2010 | | F | 358 | D | 35.14 | 49,157 | D | |
| | | | | | | | | | |
| Common | 05/03/2010 | | M | 15,000 | A | \$ | 64,157 | D | |
| Stock | 03/03/2010 | | 111 | 13,000 | 11 | 30.93 | 01,137 | D | |
| Common | | | | | | \$ | | | |
| | 05/03/2010 | | S | 14,430 | D | φ 35.11 | 49,727 | D | |
| Stock | | | | | | 33.11 | | | |

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January 31,

2005

0.5

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| Common Stock | 05/03/2010 | F | 570 | D | \$ 35.11 | 49,157 | D | |
|-----------------|------------|---|--------|---|-------------|--------|---|--------|
| Common Stock | 05/03/2010 | M | 15,000 | A | \$ 29.23 | 64,157 | D | |
| Common Stock | 05/03/2010 | S | 14,203 | D | \$ 35.12 | 49,954 | D | |
| Common Stock | 05/03/2010 | F | 797 | D | \$ 35.12 | 49,157 | D | |
| Common Stock | 05/03/2010 | M | 18,250 | A | \$ 30.7 | 67,407 | D | |
| Common Stock | 05/03/2010 | S | 17,519 | D | \$ 35.11 | 49,888 | D | |
| Common Stock | 05/03/2010 | F | 731 | D | \$ 35.11 | 49,157 | D | |
| Common Stock | | | | | | 34,361 | I | 401(k) |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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. Transactic Code (Instr. 8) | 5. Number of actionDerivative Securities 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount Underlying Securitie (Instr. 3 and 4) | |
|-----------------------------------------------------|-----------------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------|----------------------------------------|--------------------------------------------------------------------------------------------------|--------|----------------------------------------------------------|--------------------|-----------------------------------------------------------|------------------------------|
| | | | | Code V | ŕ | (D) | Date Exercisable | Expiration Date | Title | Amou or Numb of Sha |
| Employee Stock Option (right to buy) | \$ 25.21 | 05/03/2010 | | M | | 4,000 | 01/31/2006(1) | 01/31/2015 | Common Stock | 4,00 |
| Employee Stock Option (right to | \$ 30.93 | 05/03/2010 | | M | | 15,000 | 02/06/2007(2) | 02/06/2016 | Common Stock | 15,0 |

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| buy) | | | | | | | | |
|--------------------------------------------------|----------|------------|---|--------|---------------|------------|-----------------|------|
| Employee Stock Option (right to buy) | \$ 29.23 | 05/03/2010 | M | 15,000 | 02/05/2008(3) | 02/05/2017 | Common Stock | 15,0 |
| Employee Stock Option (right to buy) | \$ 30.7 | 05/03/2010 | M | 18,250 | 02/04/2009(4) | 02/04/2018 | Common Stock | 18,2 |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

MIRAGLIA SALVATORE J JR 1835 DUEBER AVE. S. W. CANTON, OH 44706

President - Steel

Signatures

Scott A. Scherff - Attorney in Fact 05/05/2010

**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) 16,000 shares granted on 01/31/2005 (previously reported on a Form 4) vested in 25% increments per year.
- (2) 30,000 shares granted on 02/06/2006 (previously reported on a Form 4) vested in 25% increments per year.
- (3) 30,000 shares granted on 02/05/2007 (previously reported on a Form 4) vested in 25% increments per year.
- (4) 36,500 shares granted on 02/04/2008 (previously reported on a Form 4) vested in 25% increments per year.

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.

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