TIMKEN CO Form 4 February 10, 2012

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

2. Issuer Name and Ticker or Trading

**OMB APPROVAL** OMB

3235-0287 Number: January 31, Expires:

2005 Estimated average burden hours per

response... 0.5

5. Relationship of Reporting Person(s) to

37,003

Check this box if no longer subject to Section 16. Form 4 or Form 5

**SECURITIES** Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations 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).

Common

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person \*

	SALVATORE J	JR Symbol	er Name <b>and</b>		Tradi	ng	Issuer	r Reporting reis	son(s) to	
			EN CO [T	_			(Chec	ck all applicable	e)	
(Last)	(First) (N		of Earliest Tr	ransaction			ъ.	100	0	
1835 DUEB		(Month/Day/Year) 02/08/2012				Director 10% OwnerX Officer (give title Other (specify				
1033 D C L D	ERTIVE. S. W.	02/00/	2012				below)	below)		
								esident - Steel		
	(Street)		endment, Da		1		6. Individual or J	oint/Group Filin	ig(Check	
CANTON, (	OH 44706	Filed(M	onth/Day/Year	·)			Applicable Line) _X_ Form filed by Form filed by I	One Reporting Pe More than One Re		
CANTON, C						Person				
(City)	(State)	(Zip) 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)	Code	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following	Indirect (I)			
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)			
Common Stock	02/08/2012		M	5,200	A	<u>(1)</u>	61,433	D		
Common Stock	02/08/2012		F	536 (2)	D	\$ 51.35	60,897	D		
Common Stock	02/08/2012		F	928 (3)	D	\$ 51.35	59,969	D		
~										

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

401(k)

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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. 5. Number of TransactionDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Tr Und (Inst
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title
Employee Stock Option (right to buy)	\$ 51.76	02/09/2012		A	26,200	02/09/2013(4)	02/09/2022	Co
Performance-Based Restricted Stock Units	<u>(5)</u>	02/09/2012		A	9,500	12/31/2014(5)	12/31/2014	Co:
Performance Rights	<u>(1)</u>	02/08/2012		M	5,200	<u>(1)</u>	02/08/2015	Co

# **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 02/10/2011

\*\*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) Reflects the accrual of contingent rights to receive shares of common stock which vest over a four year period under certain specified circumstances.
- (2) Shares withheld for taxes on vested portion of 5200 performance shares granted 2-8-2011 that vest in 25% increments over a four year period.

Reporting Owners 2

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- (3) Shares withheld for taxes on vested portion of 9,000 performance shares granted 2-8-2010 previously reported on a Form 4 that vest in 25% increments over a four year period.
- (4) The option becomes exercisable (a) on 2/9/2013 (b) in the event of retirement, death or disability of the participant or (c) upon the occurrence of a change in control of the company or similar event.
- (5) Performance based restricted stock are subject to certain performance criteria between 1/1/2012 and 12/31/2014 and if the criteria is met then they fully vest 3 years therefrom.

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.