

TIMKEN CO

Form 4

February 22, 2007

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
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

OMB APPROVAL

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(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)

02/21/2007

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)

President - Industrial

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)
Common Stock	02/21/2007		M	7,000 A	\$ 26.43	70,421	D
Common Stock	02/21/2007		S	7,000 D	\$ 29.61	63,421	D
Common Stock	02/21/2007		M	15,000 A	\$ 15.87	85,421	D
Common Stock	02/21/2007		S	15,000 D	\$ 29.61	63,421	D
Common Stock	02/21/2007		M	3,750 A	\$ 25.4	67,171	D

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Common Stock	02/21/2007	S	3,750	D	\$ 29.61	63,421	D	
Common Stock	02/21/2007	M	10,000	A	\$ 17.56	73,421	D	
Common Stock	02/21/2007	S	10,000	D	\$ 29.61	63,421	D	
Common Stock	02/21/2007	M	7,500	A	\$ 24.14	70,921	D	
Common Stock	02/21/2007	S	6,696	D	\$ 29.61	64,225	D	
Common Stock						10,146	I	401(k)

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

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(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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 26.43	02/21/2007		M	7,000	04/15/1998 ⁽¹⁾ 05/15/2007	Common Stock 7,000
Employee Stock Option (right to buy)	\$ 15.87	02/21/2007		M	15,000	04/18/2001 ⁽²⁾ 04/18/2010	Common Stock 15,000
Employee Stock Option (right to buy)	\$ 25.4	02/21/2007		M	3,750	04/16/2003 ⁽³⁾ 04/16/2012	Common Stock 3,750

buy)

Employee

Stock

Option \$ 17.56 02/21/2007

M

10,000 04/15/2003⁽⁴⁾ 04/15/2013Common
Stock

10,0

(right to

buy)

Employee

Stock

Option \$ 24.14 02/21/2007

M

7,500 04/20/2005⁽⁵⁾ 04/20/2014Common
Stock

7,50

(right to

buy)

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

02/22/2007

__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) 7,000 options granted on 4/15/1997 (previously reported on a Form 4) vest in 25% increments over 4 years.

(2) 15,000 options granted on 4/18/2000 (previously reported on a Form 4) vest in 25% increments over 4 years.

(3) 15,000 options granted on 4/16/2002 (previously reported on a Form 4) vest in 25% increments over 4 years.

(4) 40,000 options granted on 4/15/2003 (previously reported on a Form 4) vest in 25% increments over 4 years.

(5) 30,000 options granted on 4/20/2004 (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.

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