

TIMKEN JOHN M JR
 Form 4
 May 10, 2012

FORM 4

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

OMB APPROVAL

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

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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 *
 TIMKEN JOHN M 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) (Middle)
 200 MARKET AVE., SUITE 210
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 05/08/2012

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

CANTON, OH 44702-1437

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

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting 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)	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	05/08/2012		A		2,175 (6)	A	\$ 53.02	385,129	D	
Common Stock								10,460	I	By Spouse
Common Stock								116,000	I	Beneficiary of Trust (2)
Common Stock								144,489	I	Advisor of Trust (1) (4)
Common Stock								56,437	I	Trustee (1) (3)
								460,000	I	

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- (3) Trustee for Susan H. Timken Generation Skipping Trust.
- (4) Advisor for five subtrusts for John M. Timken No.1, Fund A, Marital.
- (5) Co-Trustee for Trust U/Will of H.H. Timken, Jr DISCLAIMER: Undersigned disclaims beneficial ownership, except for his one-sixth income interest in the trust.
- (6) Grant of shares pursuant to The Timken Company Long-Term Incentive Plan.

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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