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TIMKEN CO
Form S-8
September 16, 2003

As filed with the Securities and Exchange Commission on September 16, 2003.

Registration No. 333-_____

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

FORM S-8
REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933

THE TIMKEN COMPANY
(Exact name of registrant as specified in its charter)

Ohio
(State or other jurisdiction of
incorporation or organization)

34-0577130
(I.R.S. Employer
Identification No.)

1835 Dueber Avenue, S.W., Canton, Ohio 44706-2798
(Address of principal executive offices including zip code)

THE HOURLY PENSION INVESTMENT PLAN
(Full title of the plan)

Scott A. Scherff
Corporate Secretary and Assistant General Counsel
1835 Dueber Avenue, S.W.
Canton, Ohio 44706-2798
(Name and address of agent for service)

(330) 438-3000
(Telephone number, including area code, of agent for service)

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered (1)	Amount to be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price (2) (3)
Common Stock without par value	500,000 shares	\$17.90	\$ 8,950,000

(1) Pursuant to Rule 416(c) under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement also covers an indeterminate amount of interests to be offered pursuant to The Hourly Pension Investment Plan (the "Plan").

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- (2) Estimated pursuant to paragraphs (c) and (h) of Rule 457 under the Securities Act on the basis of the average of the high and low sale prices for Common Stock on the New York Stock Exchange on September 10, 2003.
- (3) Estimated solely for the purposes of determining the registration fee.

Pursuant to General Instruction E to Form S-8, the contents of the registration statements on Form S-8 (Registration Nos. 333-66921 and 333-35152) as filed with the Securities and Exchange Commission on November 6, 1998 and April 19, 2000, respectively, to register the Common Shares, without par value, of the Registrant to be issued under the Plan are hereby incorporated by reference. This registration statement on Form S-8 is filed for the purpose of registering an additional 500,000 Common Shares of the Registrant under the Plan.

ITEM 8. EXHIBITS.

The following Exhibits are being filed as part of this registration statement:

- 5 Opinion of Counsel
- 23(a) Consent of Independent Auditors (Ernst & Young LLP)
- 23(b) Consent of Independent Accountants (PricewaterhouseCoopers LLP)
- 23(c) Consent of Counsel (included in Exhibit 5)
- 24 Power of Attorney

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing this registration statement on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Canton, State of Ohio, on this 16th day of September, 2003.

THE TIMKEN COMPANY

By: /s/Scott A. Scherff

Scott A. Scherff
Corporate Secretary and Assistant General Counsel

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

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Signature -----	Title -----
* ----- James W. Griffith	President, Chief Executive Officer and Director (Principal Executive Officer)
* ----- Glenn A. Eisenberg	Executive Vice President -- Finance and Administration (Principal Financial Officer)
* ----- Sallie B. Bailey	Senior Vice President -- Finance and Controller (Principal Accounting Officer)
* ----- W.R. Timken, Jr.	Director and Chairman
----- Stanley C. Gault	Director
* ----- John A. Luke, Jr.	Director
* ----- Robert W. Mahoney	Director
* ----- Jay A. Precourt	Director
* ----- Ward J. Timken, Jr.	Director
* ----- John M. Timken, Jr.	Director
* -----	Director

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Ward J. Timken

*

Director

Joseph F. Toot, Jr.

*

Director

Martin D. Walker

*

Director

Jacqueline F. Woods

*

Director

Joseph W. Ralston

* This Registration Statement has been signed on behalf of the above-named directors and officers of the Company by Scott A. Scherff, Corporate Secretary and Assistant General Counsel of the Company, as attorney-in-fact pursuant to a power of attorney filed with the Securities and Exchange Commission as Exhibit 24 to this registration statement.

DATED: September 16, 2003

By: /s/Scott A. Scherff

Scott A. Scherff, Attorney-in-Fact

EXHIBIT INDEX

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