

TIMKEN CO  
Form 10-Q/A  
December 03, 2012

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

FORM 10-Q/A

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT  
OF 1934

For the quarterly period ended September 30, 2012

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT  
OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number: 1-1169

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

OHIO 34-0577130  
(State or other jurisdiction of (I.R.S. Employer  
incorporation or organization) Identification No.)

1835 Dueber Ave., 44706-2798  
SW, Canton, OH (Zip Code)  
(Address of principal executive offices)  
330.438.3000  
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer

Non-accelerated filer  Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

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Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

| Class                            | Outstanding at September 30, 2012 |
|----------------------------------|-----------------------------------|
| Common Shares, without par value | 95,847,056 shares                 |

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EXPLANATORY NOTE

On October 29, 2012, The Timken Company (the "Company") filed its Quarterly Report on Form 10-Q for the quarter ended September 30, 2012 (the "Original Quarterly Report"). The Company hereby amends Part II, Item 6 of its Original Quarterly Report to include Exhibits 10.1, 12, 31.1, 31.2, and 32 (collectively, the "Omitted Exhibits"). The Omitted Exhibits were inadvertently omitted from the Original Quarterly Report due to a software error. Exhibit 101 was filed with the Original Quarterly Report. This amendment does not reflect events occurring after the filing of the Original Quarterly Report. Other than including the Omitted Exhibits, this amendment does not modify or update in any way the disclosures in the Company's Original Quarterly Report.

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PART II. OTHER INFORMATION

Item 6. Exhibits

- 10.1 Form of Non-Compete Agreement entered into with the Group Presidents, as adopted August 6, 2012.
- 12 Computation of Ratio of Earnings to Fixed Charges.
- 31.1 Certification of James W. Griffith, President and Chief Executive Officer (principal executive officer) of The Timken Company, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.2 Certification of Glenn A. Eisenberg, Executive Vice President – Finance and Administration (principal financial officer) of The Timken Company, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 32 Certifications of James W. Griffith, President and Chief Executive Officer (principal executive officer) and Glenn A. Eisenberg, Executive Vice President – Finance and Administration (principal financial officer) of The Timken Company, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 101\* Financial statements from the quarterly report on Form 10-Q of The Timken Company for the quarter ended September 30, 2012, filed on October 29, 2012, formatted in XBRL: (i) the Consolidated Statements of Income, (ii) the Consolidated Statements of Comprehensive Income, (iii) the Consolidated Balance Sheets, (iv) the Consolidated Statements of Cash Flows and (v) the Notes to the Consolidated Financial Statements.

\* Previously filed

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

THE TIMKEN COMPANY

Date: December 3, 2012

By: /s/ James W. Griffith  
James W. Griffith  
President and Chief Executive Officer  
(Principal Executive Officer)

Date: December 3, 2012

By: /s/ Glenn A. Eisenberg  
Glenn A. Eisenberg  
Executive Vice President – Finance and Administration  
(Principal Financial Officer)