

# FORM 4

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

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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(f) of the  
Investment Company Act of 1940

<b>1. Name and Address of Reporting Person *</b>  <b>TIMKEN WARD J JR</b> <small>(Last) (First) (Middle)</small>  <b>1835 DUEBER AVENUE, S.W.</b> <small>(Street)</small>  <b>CANTON, OH 44706</b> <small>(City) (State) (Zip)</small>	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>TIMKEN CO [ TKR ]</b>  <b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>2/10/2012</b></p>	<b>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</b>  <input checked="" type="checkbox"/> Director <span style="float:right">_____ 10% Owner</span> <input checked="" type="checkbox"/> Officer (give title below) <span style="float:right">_____ Other (specify below)</span> <p align="center"><b>Chairman of the Board</b></p>
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	2/22/2012		M/K		27000	A	\$25.21	254597	D	
Common Stock	2/22/2012		F/K		18625	D	\$53.28	235972	D	
Common Stock	2/22/2012		M/K		41150	A	\$14.74	277122	D	
Common Stock	2/22/2012		F/K		23624	D	\$53.28	253498	D	
Common Stock								67049	I	By Self as Manager of LLC (1)
Common Stock								17408	I	Savings Inv. Plan
Common Stock								2810	I	By Spouse (2)
Common Stock	2/10/2012		G	v	500	A	\$ 0	12455	I	By Child
Common Stock	2/10/2012		G	v	500	A	\$ 0	11755	I	By Child
Common Stock								53000	I	By self as Co-Trustee and beneficiary (3)
Common Stock								6000	I	By self as Co-Trustee (2) (4)

