

TIMKEN CO

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 12/19/2002 For Period Ending 12/18/2002

Address	1835 DUEBER AVE SW CANTON, Ohio 44706-2798
Telephone	330-471-3078
CIK	0000098362
Industry	Misc. Fabricated Products
Sector	Basic Materials
Fiscal Year	12/31

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

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Filed By Rome
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1. Name and Address of Reporting Person* 2. Issuer Name and Ticker or Trading Symbol 6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Timken, Jr., John M. The Timken Company (TKR) X Director 10% C
(Last) (First) (Middle) 3. I.R.S. Identification Number 4. Statement for 12/18/02
200 Market Avenue North, Suite 210 of Reporting Person, Month/Day/Year
(Street) if an entity (voluntary) 5. If Amendment, 7. Individual or Joint/Group Filing (Check
Canton, OH 44702-1437 Date of Original X Form filed by One Reporting Person
(City) (State) (Zip) (Month/Day/Year) Form filed by More than One Reportin

Table I — Non-Derivative Securities Acquired, Disposed of, or Beneficially

Table with 6 columns: 1. Title of Security, 2. Transaction Date, 2A. Deemed Execution, 3. Transaction Code, 4. Securities Acquired (A) or Disposed of (D), 5. Amount of Securities Beneficially Owned Following Reported Transactions(s), 6. Ownership Form: Direct (D) or Indirect (I). Rows include Common Stock with various amounts and dates.

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. * If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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FORM 4 (continued)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Table with 9 columns: 1. Title of Derivative Security, 2. Conversion or Exercise Price of Derivative, 3. Transaction Date, 3A. Deemed Execution Date, 4. Transaction Code, 5. Number of Derivative Securities Acquired (A) or Disposed of (D), 6. Date Exercisable and Expiration Date, 7. Title and Amount of Underlying Securities, 8. Price of Derivative Security, 9. Number of Derivative Securities Beneficially Owned.

Security	Day/ Year)	if any (Month/ Day/ Year)	(Instr. 8)	(Instr. 3, 4 & 5)	Date	Expira- tion Date	Title	Amount or Number of Shares	Owned Following Reported Transaction (s) (Instr. 4)	a S I (o I ((
Nonqualified Stock Option (Right to Buy) ⁽⁶⁾	15.875				4/18/01	4/18/10	Common Stock	3,000		1
Nonqualified Stock Option (Right to Buy) ⁽⁷⁾	15.02				4/17/02	4/17/11	Common Stock	3,000		1
Nonqualified Stock Option (Right to Buy) ⁽⁸⁾	25.40				4/16/03	4/16/12	Common Stock	3,000		1
Total										3

Explanation of Responses:

(1) DISCLAIMER: Undersigned disclaims any beneficial interest

(2) Beneficiary of John M. Timken Trust D, FBO John M. Timken, Jr.

(3) Advisor for five subtrusts of John M. Timken No.1, Fund A, Marital

(4) Trustee for Susan H. Timken Generation Skipping Trust

(5) Co-Trustee of Trust U/Will of H.H. Timken, Jr.

(6) Nonqualified stock option with limited transferability granted to the reporting person pursuant to The Timken Company Long-Term Incentive Plan. Option becomes fully exercisable beginning on April 18, 2001, the first anniversary of the date of the grant. Option becomes fully exercisable upon the reporting person ceases to be in control of the Company or other similar event.

(7) Nonqualified stock option with limited transferability granted to the reporting person pursuant to The Timken Company Long-Term Incentive Plan. Option becomes fully exercisable beginning on April 17, 2002, the first anniversary of the date of the grant. Option becomes fully exercisable upon the reporting person ceases to be in control of the Company or other similar event.

(8) Nonqualified stock option with limited transferability granted to the reporting person pursuant to The Timken Company Long-Term Incentive Plan. Option becomes fully exercisable beginning on April 16, 2003, the first anniversary of the date of the grant. Option becomes fully exercisable upon the reporting person ceases to be in control of the Company or other similar event.

By: /s/ **John M. Timken, Jr.**

**Signature of Reporting Person

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations.
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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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