

# FORM 4

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

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

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
TIMKEN WARD J JR			TIMKEN CO [ TKR ]			<input checked="" type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) <b>Chairman of the Board</b>		
(Last) (First) (Middle)			3. Date of Earliest Transaction (MM/DD/YYYY)					
1835 DUEBER AVENUE, S.W.			2/4/2008					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
CANTON, OH 44706						<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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. 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	2/4/2008		A		17800 (6)	A	\$0.00	109937	D	
Common Stock								67049	I	By Self as Manager of LLC (1)
Common Stock								14598	I	Savings Inv. Plan
Common Stock								2810	I	By Spouse (2)
Common Stock								6155	I	By Child
Common Stock								5455	I	By Child
Common Stock								53000	I	By self as Co-Trustee and beneficiary (3)
Common Stock								48048	I	By self as beneficiary (4)
Common Stock								6000	I	By self as Co-Trustee (2) (5)

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Nonqualified Stock Option (Right to Buy)	\$30.70	2/4/2008		A		127000		(7)	2/4/2018	Common Stock	127000	\$0.00	127000	D	
Dividend Equivalent Rights	\$0.00 (8)	2/4/2008		A		713		12/31/2011 (9)	12/31/2011	Common Stock	713	\$0.00	713	D	

**Explanation of Responses:**

- (1) By self as sole manager of the WJ Timken Jr Family, LLC. Members of the LLC include the reporting person, immediate family members and trusts for the benefit of immediate family members.
- (2) DISCLAIMER: Undersigned disclaims all beneficial ownership
- (3) By self as Co-Trustee and beneficiary of the Ward J. Timken Trust FBO Ward J. Timken, Jr.

- (4) By self as beneficiary of the WR Timken Trust IX FBO Ward J. Timken, Jr.
- (5) By self as Co-Trustee of the Ward J. Timken Trust FBO Grandchildren
- (6) Grant of restricted shares is subject to the company's financial performance in 2008 and further subject to vesting in 25 percent annual increments beginning February 4, 2009.
- (7) Nonqualified stock option with limited transferability granted pursuant to The Timken Company Long-Term Incentive Plan. Option becomes exercisable in annual 25 percent increments beginning February 4, 2009, the anniversary of the date of the grant. Option becomes fully exercisable upon the occurrence of a change in control of the Company or other similar event.
- (8) The Security converts to Common Stock on a one for one basis.
- (9) Reflects the accrual of contingent rights to receive shares of common stock which vest on December 31, 2011 or under certain specified circumstances.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>TIMKEN WARD J JR 1835 DUEBER AVENUE, S.W. CANTON, OH 44706</b>	<b>X</b>		<b>Chairman of the Board</b>	

**Signatures**

**Ward J. Timken, Jr.**

**2/5/2008**

\*\*Signature of Reporting Person

Date

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).

\*\* 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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