

# 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)	
<b>BURKHART WILLIAM R</b>		<b>TIMKEN CO [ TKR ]</b>		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Sr. VP and General Counsel</b>	
(Last) (First) (Middle)		3. Date of Earliest Transaction (MM/DD/YYYY)			
<b>1835 DUEBER AVE. S. W.</b>		<b>8/4/2004</b>			
(Street)		4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
<b>CANTON, OH 44706</b>				<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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	8/4/2004		M		12500	A	\$15.88	33923	D	
Common Stock	8/4/2004		S		9756	D	\$23.99	24167	D	
Common Stock	8/4/2004		M		4100	A	\$19.56	28267	D	
Common Stock	8/4/2004		S		3610	D	\$23.99	24567	D	
Common Stock	8/4/2004		M		7500	A	\$15.02	32157	D	
Common Stock	8/4/2004		S		5634	D	\$23.99	26523	D	
Common Stock	8/4/2004		M		7500	A	\$17.56	34023	D	
Common Stock	8/4/2004		S		6177	D	\$23.99	27846	D	
Common Stock								9750	I	401k

**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				
Employee Stock Option (right to buy)	\$15.88	8/4/2004		M		12500		(1)	4/18/2010	Common Stock	12500	\$0	0	D	
Employee Stock Option (right to buy)	\$19.56	8/4/2004		M		4100		(2)	4/20/2009	Common Stock	4100	\$0	0	D	
Employee Stock Option (right to buy)	\$15.02	8/4/2004		M		7500		(3)	4/17/2011	Common Stock	7500	\$0	7500	D	
Employee Stock Option (right to buy)	\$17.56	8/4/2004		M		7500		(4)	4/15/2013	Common Stock	7500	\$0	22500	D	

### Explanation of Responses:

- 25,000 shares granted on 4/18/2000 (previously reported on a Form 4) vest in 25% increments per year over 4 years.
- 4,100 shares granted on 4/20/1999 (previously reported on a Form 4) vest in 24% increments per year over 4 years.
- 30,000 shares granted on 4/17/2001 (previously reported on a Form 4) vest in 25% increments per year over 4 years.
- 30,000 shares granted on 4/15/2003 (previously reported on a form 4) vest in 25% increments per year over 4 years.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>BURKHART WILLIAM R</b> <b>1835 DUEBER AVE. S. W.</b> <b>CANTON, OH 44706</b>			<b>Sr. VP and General Counsel</b>	

**Signatures****William R. Burkhart****8/6/2004**

—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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