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TIMKEN WARD J JR

Form 4

January 03, 2003

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

_ 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

OMB APPROVAL

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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 Romeo & Dye's Instant Form 4 Filer www.section16.net

| | | | | | er Name a r mken Co r | | | Perso | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | |
|--|---|--|-------------------------------------|------|--|--------------------------------------|--------------------------------------|--|---|---|--|--|--|
| Timken, Jr., (Last The Timken 1835 Dueber | of | Repo | dentific orting Persitity (volui | son, | | 4. Statement Month/Day/ 1/2/03 | | X Di 10% X Of Othe | To Issuer (Check all applicable) X Director 10% Owner X Officer (give title below) Other (specify below) Vice President | | | | |
| (Street) Canton, OH 44706 | | | | | | | | 5. If Amend Date of Orig (Month/Day | ginal | 7. Ind (Che <u>X</u> Fo Perso Fo | 7. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person | | |
| (Ci | ty) (State) | (Zip) | | 7 | Гable I | Non- | Derivativ | e Securities A | Acquire | d, Disposed | of, or Beneficially Owned | | |
| 1. Title of Security (Instr. 3) | 2. Trans- action Date (Month/ Day/ Year) | 2A. Deemed Execution Date, if any (Month/Day/ Year) | 3. Tranaction Code (Instr. Code | . 8) | 4. Securiti (A) or Dis (D) (Instr. 3, 4 Amount | spose | d of Se Bo O Price in Ti | Amount of ecurities eneficially wned Follow-g Reported ransactions(s) nstr. 3 & 4) | | 6. Owner-ship Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | |
| Common Stock | | | | | | | | | 72,422 | D | | | |
| Common Stock | | | | | | | | | 7,608 | I | Savings Inv. Plan | | |
| Common Stock | | | | | | | | | 2,810 | I | By Spouse(1) | | |
| Common Stock | 1/2/03 | | G | V | 565 | A | | | 5,610 | I | By Child | | |
| Common Stock | 1/2/03 | | G | V | 565 | A | | | 4,910 | I | By Child | | |
| Common Stock | | | | | | | | | 71,544 | I | By self as Co-Trustee and beneficiary (2) | | |
| Common Stock | | | | | | | | | 43,248 | I | By self as beneficiary(3) | | |
| Common Stock | | | | | | | | | 6,000 | I | By self as Co-Trustee (1)(4) | | |

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| Total | | | | 214,152 | |
|-------|--|--|--|---------|--|
| | | | | | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number

FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities)

| Derivative sion or Trans- Deemed Trans- Number and Expiration Amount of Derivative Owner- of Security Exercise action Execution action of Date Underlying Security Securities Securities Owner- of Security Securities Securities Owner- of Owner- of Date Date, Code Derivation Owner- of Securities Owner- of Securities Owner- of Owner- of Owner- own | | | ', | c.g., puis | , cans, | wai | ıaı | nts, options | , conv | ci tibic s | ccui inc | <i>(</i> 3) | | | |
|--|-------------|------------|-------|------------|--|-------|-------------|------------------------------|---------------------|-------------|----------|-------------|----------------|-------------|--|
| Derivative Exercise Exercis | 1. Title of | 2. Conver- | 3. | 3A. | 4. | 5. | | Date Exerc | isable | 7. Title an | d | 8. Price of | 9. Number of | 10. | 11. Nature |
| Security | | | | | | Num | | | | | | | | | of Indirect |
| Price of Date Date Gram Code Farm Code Far | | | | | | | | _ | | | | | | | Beneficial |
| Clastr. 3 | | | | | | | | | | | | | | | Ownership |
| Security Month Month Day Day Pear Day Day Pear Day Day Pear Day Day Pear Day Pear Day Pear Day Pear Day Pear Day Day Pear Day Pear Day | | | Date | · ′ | Code | | | | | | | (IIISII. 3) | | | |
| Day/ Year) Pay/ Year) Pay | | | | | (T | | | | | (Instr. 5 & | (4) | | | | (Instr. 4) |
| Vear Vear Vear Disposed of (D) Code V (A) (D) Date Exer-cisable Expiration Vear Vear Code V (A) (D) Date Exer-cisable Vear | | Security | ` | ` | ` | | | g | | | | | | | |
| Doctor Code | | | - | - | 8) | | | | | | | | | | |
| Code V (A) (D) Date Expiration Date Expiration Date Expiration Date Expiration Date Expiration Date Expiration Date | | | Year) | Year) | | | | d | | | | | Transaction(s) | | |
| Code V (A) (D) Date Expiration Date Expiration Stock Common Stock Common Stock Common Stock Common Stock Common Stock Common | | | | | | of (I |)) | | | | | | (Instr. 4) | (D) | |
| 3, 4 & (1) (Instr. 4) | | | | | | | | | | | | | , , | or | |
| S Code V (A) (D) Date Expiration Number of Shares Shares | | | | | | (Inst | r. | | | | | | | Indirect | |
| S Code V (A) (D) Date Expiration Number of Shares Shares | | | | | | 3, 4 | & | | | | | | | (I) | |
| Code V (A) (D) Date Expiration Date Expiration Date Shares | | | | | | | | | | | | | | ` ' | |
| Exer-cisable tion Date Number Of Number Of Shares | | | | | a . I | | (D.) | | | | 1. | | | (1115111 1) | |
| Date Number of of Shares Shock Shares Shares Shares Shares Shares Shares Shock Shoc | | | | | Code | (A) | | | | Title | | | | | [|
| Employee 33.75 | | | | | | | | Exer-cisable | | | | | | | |
| Employee Stock Option (Right to Buy) Employee 15.875 | | | | | | | | | Date | | Number | | | | |
| Employee Stock Option (Right to Buy) Employee 15.875 Stock Option (Right to Buy) Employee 15.02 Stock Option (Right to Buy) Employee 25.40 Stock Option (Right to Buy) Employee 25.40 Stock Option (Right to Buy) Employee 33.75 Stock Option (Right to Buy) Employee 15.02 Stock Option (Right to Buy) Employee 15.02 Stock Option (Right to Buy) | | | | | | | | | | | | | | | |
| Stock | | | | | | | | | | | Shares | | | | |
| Stock | Employee | 33.75 | | | | | | (5) | 4/21/08 | Common | 5,500 | | 1 | D | |
| Option (Right to Buy) | | | | | | | | - | | | - , | | | _ | |
| Right to Buy Employee 19.5625 | | | | | | | | | | Stock | | | | | |
| Buy Employee 19.5625 | | | | | | | | | | | | | | | |
| Employee 19.5625 | _ | | | | | | | | | | | | | | |
| Stock Option (Right to Buy) | • / | 10.7(27 | | + | - | + | | (6) | 4/20/00 | C | 0.500 | | | | |
| Option (Right to Buy) | | 19.5625 | | | | | | (0) | 4/20/09 | | 8,500 | | 1 | D | |
| (Right to Buy) 15.875 1 D Stock Option (Right to Buy) 15.02 (8) 4/17/11 Common Stock 20,000 1 D Stock Option (Right to Buy) 1 D 1 D 1 D 1 D Stock Option (Right to Buy) 25.40 25.40 1 D 1 | | | | | | | | | | Stock | | | | | |
| Employee 15.875 | | | | | | | | | | | | | | | |
| D Stock Option (Right to Buy) Employee 25.40 Stock Option (Right to Buy) Employee Stock Option (Right to Buy) Employee Stock Option (Right to Buy) Employee Stock Option (Right to Buy) Employee Stock Option (Right to Buy) Option (Right to | | | | | | | | | | | | | | | |
| Stock | Buy) | | | | | | | | | | | | | | |
| Stock | Employee | 15.875 | | | | | | (7) | 4/18/10 | Common | 9,000 | | 1 | D | |
| Option (Right to Buy) (8) 4/17/11 Common Stock 1 D Stock Option (Right to Buy) (9) 4/16/12 Common Stock 1 D Stock Option (Right to Buy) (9) 4/16/12 Common Stock 1 D Stock Option (Right to Buy) (9) 4/16/12 Common Stock 1 D | | | | | | | | | | | , | | | | |
| (Right to Buy) 15.02 | | | | | | | | | | | | | | | |
| Buy | | | | | | | | | | | | | | | |
| Employee 15.02 | | | | | | | | | | | | | | | |
| Stock Option (Right to Buy) | | 15.00 | | | | + | | (8) | A /1 = /1 = | Come | 20.000 | | 4 | P. | |
| Option (Right to Buy) 9 4/16/12 Common Stock 1 D Option (Right to Buy) 9 4/16/12 Common Stock 1 D | | 15.02 | 1 | | | | | (6) | 4 /1//11 | | 20,000 | | 1 | ע | [|
| (Right to Buy) 9 | | | | | | | | | | Stock | | | | | 1 |
| Buy) Employee 25.40 Stock Option (Right to Buy) | | | | | | | | | | | | | | | |
| Employee 25.40 | | | | | | | | | | | | | | | 1 |
| Stock Option (Right to Buy) | Buy) | | | | | | | | | | | | | | |
| Stock Option (Right to Buy) | Employee | 25.40 | | | | | | (9) | 4/16/12 | Common | 10,000 | | 1 | D | |
| Option (Right to Buy) | | | | | | | | | | | | | | | 1 |
| (Right to Buy) | | | | | | | | | | | | | | | |
| Buy) | | | | | | | | | | | | | | | 1 |
| | | | | | | | | | | | | | | | [|
| | | 1 | | - | | + | | | | | | | _ | | |
| | Total | | | | | | | | | | | | 5 | | |
| | | | | | | | | | | | | | | | |

Explanation of Responses:

^{*} If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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- (1) DISCLAIMER: Undersigned disclaims any beneficial ownership.
- (2) By self as Co-Trustee and beneficiary of the Ward J. Timken Trust FBO Ward J. Timken, Jr.
- (3) By self as beneficiary of the WR Timken Trust IX FBO Ward J. Timken, Jr.
- (4) By self as Co-Trustee of the Ward J. Timken Trust FBO Grandchildren.
- (5) Nonqualified stock option granted to the reporting person on April 21, 1998 under The Timken Company Long-Term Incentive Plan. Option becomes exercisable in annual 25 percent increments beginning on April 21, 1999, the first anniversary of the date of the grant. Option becomes fully exercisable upon the occurrence of a change in control of the Company or similar event. Option includes rights to receive dividend equivalents payable in shares of common stock on a deferred basis.
- (6) Same as [5] above, except nonqualified stock option was granted to the reporting person on April 20, 1999 and becomes exercisable in annual 25 percent increments beginning April 20, 2000, the first anniversary of the date of the grant.
- (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 April 18, 2001, the first anniversary of the date of the grant. Option becomes fully exercisable upon the occurrence of a change in control of the Company or similar event. Option includes rights to receive dividend equivalents payable in shares of common stock on a deferred basis.
- (8) Same as [7] above, except nonqualified stock option becomes exercisable in annual 25 percent increments beginning April 17, 2002, the first anniversary of the date of the grant.
- (9) Same as [7] above, except nonqualified stock option becomes exercisable in annual 25 percent increments beginning April 16, 2003, the first anniversary of the date of the grant.

By: /s/ Ward J. Timken, Jr.

<u>1/3/03</u>

Date

**Signature of Reporting Person

Note: File three copies of this Form, one of which must be manually signed.

If space is insufficient, See Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

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