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TIMKEN CO
Form 8-K
October 17, 2003

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

Current Report Pursuant
to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): OCTOBER 15, 2003

THE TIMKEN COMPANY

(Exact Name of Registrant as Specified in its Charter)

OHIO

(State or Other Jurisdiction of Incorporation)

1-1169

34-0577130

(Commission File Number)

(I.R.S. Employer Identification No.)

1835 DUEBER AVENUE, S.W., CANTON, OHIO 44706-2798

(Address of Principal Executive Offices) (Zip Code)

(330) 438-3000

(Registrant's Telephone Number, Including Area Code)

ITEM 5. OTHER EVENTS

On October 15, 2003, The Timken Company ("Timken") and Ingersoll-Rand Company, as the selling stockholder (the "Selling Stockholder"), entered into an underwriting agreement with Morgan Stanley & Co. Incorporated relating to (i) the public offering, issuance and sale by Timken of 3,500,000 shares of Timken's common stock, without par value, and (ii) the public offering and resale by the Selling Stockholder of 9,395,973 shares of Timken's common stock, without par value.

This Current Report on Form 8-K is being filed by Timken to incorporate that underwriting agreement by reference into the Registration Statement No. 333-100731 on Form S-3 and the Registration Statement No. 333-108792 on Form S-3, effective February 11, 2003 and September 30, 2003, respectively.

ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS.

(a) Not applicable.

(b) Not applicable.

(c) Exhibits.

1.1 Purchase Agreement dated as of October 15, 2003 among

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The Timken Company, Ingersoll-Rand Company and Morgan Stanley & Co. Incorporated.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

THE TIMKEN COMPANY

By: /s/ William R. Burkhart

William R. Burkhart
Senior Vice President and General Counsel

Date: October 17, 2003

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EXHIBIT INDEX

| Exhibit Number | Description of Documents |
|-------------------|---|
| ----- | ----- |
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