

TIMKEN CO  
Form S-8  
March 05, 2009

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As filed with the Securities and Exchange Commission on March 5, 2009.

Registration No. 333-\_\_\_\_\_

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549  
FORM S-8  
REGISTRATION STATEMENT  
UNDER THE SECURITIES ACT OF 1933  
THE TIMKEN COMPANY**

(Exact name of registrant as specified in its charter)

Ohio	34-0577130
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

1835 Dueber Avenue, S.W., Canton, Ohio 44706-2798  
(Address of principal executive offices including zip code)

**OH&R INVESTMENT PLAN**  
(Full title of the plan)

Scott A. Scherff  
Corporate Secretary and Assistant General Counsel  
1835 Dueber Avenue, S.W.  
Canton, Ohio 44706-2798

(Name and address of agent for service)  
(330) 438-3000

(Telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer <input type="checkbox"/>	Accelerated filer <input type="checkbox"/>	Non-accelerated filer <input type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company <input type="checkbox"/>
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**CALCULATION OF REGISTRATION FEE**

Title of Securities to be Registered	Amount to be Registered <sup>(1)</sup>	Proposed Maximum Offering Price Per Share <sup>(2)</sup>	Proposed Maximum Aggregate Offering Price <sup>(2)</sup>	Amount of Registration Fee
Common Stock, without par value	5,000 shares	\$11.77	\$58,850	\$ 3.00

(1) Pursuant to Rule 416(c) under the Securities Act of 1933, as

amended (the Securities Act ), this Registration Statement also covers an indeterminate amount of interests to be offered or sold pursuant to the OH&R Investment Plan (the Plan ).

- (2) Estimated solely for calculating the amount of the registration fee, pursuant to paragraphs (c) and (h) of Rule 457 of the General Rules and Regulations under the Securities Act on the basis of the average of the high and low sale prices of such securities on the New York Stock Exchange on March 2, 2009, within five business days prior to filing.

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PART II

Item 8. Exhibits.

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Pursuant to General Instruction E to Form S-8, the contents of Registration Statement No. 333-41155, filed with the Securities and Exchange Commission (the Commission) on November 26, 1997, are incorporated herein by reference. This Registration Statement on Form S-8 is filed for the purpose of registering an additional 5,000 shares of Common Stock, without par value (Common Stock), of The Timken Company, an Ohio corporation (the Registrant), under the Plan.

**PART II**  
**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 8. Exhibits.**

The following Exhibits are being filed as part of this Registration Statement:

- 4(a) Amended Articles of Incorporation of the Registrant (filed as an exhibit to the Registrant's Form S-8 Registration Statement No. 333-02553 and incorporated herein by reference).
- 4(b) Amended Code of Regulations of the Registrant (filed as an exhibit to the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 1992 (File No. 1-1169) and incorporated herein by reference).
- 4(c) OH&R Investment Plan (the Plan) (filed as an exhibit to the Registrant's Form S-8 Registration Statement No. 333-41155 and incorporated herein by reference).
- 5 Opinion of Counsel.
- 23(a) Consent of Independent Registered Public Accounting Firm.
- 23(b) Consent of Counsel (included in Exhibit 5).
- 24 Power of Attorney.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing this Registration Statement on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Canton, State of Ohio, on this 5<sup>th</sup> day of March 2009.

THE TIMKEN COMPANY

By: /s/ Scott A. Scherff  
 Scott A. Scherff  
 Corporate Secretary and Assistant  
 General Counsel

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
James W. Griffith	President, Chief Executive Officer and Director (Principal Executive Officer)	March 5, 2009
Glenn A. Eisenberg	Executive Vice President Finance and Administration (Principal Financial Officer)	March 5, 2009
J. Theodore Mihaila	Senior Vice President Finance and Controller (Principal Accounting Officer)	March 5, 2009
Philip R. Cox	Director	March 5, 2009
Jerry J. Jasinowski	Director	March 5, 2009
John A. Luke, Jr.	Director	March 5, 2009
Robert W. Mahoney	Director	March 5, 2009
Joseph W. Ralston	Director	March 5, 2009

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	*	Director	March 5, 2009
John R. Reilly			
	*	Director	March 5, 2009
Frank C. Sullivan			

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Signature	Title	Date
*	Director	March 5, 2009
John M. Timken, Jr.		
*	Director	March 5, 2009
Ward J. Timken		
*	Director	March 5, 2009
Ward J. Timken, Jr.		
*	Director	March 5, 2009
Joseph F. Toot, Jr.		
*	Director	March 5, 2009
Jacqueline F. Woods		

\* This Registration Statement has been signed on behalf of the above-named directors and officers of the Registrant by Scott A. Scherff, Corporate Secretary and Assistant General Counsel of the Registrant, as attorney-in-fact pursuant to a power of attorney filed with the Commission as Exhibit 24 to this Registration Statement.



DATED: March 5, 2009

By: /s/ Scott A. Scherff  
Scott A. Scherff, Attorney-in-Fact

The Plan. Pursuant to the requirements of the Securities Act of 1933, the Plan has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Canton, State of Ohio, on this 5<sup>th</sup> day of March 2009.

OH&R INVESTMENT PLAN

By: /s/ Scott A. Scherff  
Scott A. Scherff, Corporate Secretary  
and Assistant General Counsel

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