EISENBERG GLENN A

Form 4 May 02, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

D

D

D

Ι

Issuer

\$ 33.2 71,847

\$ 33.2 71,847

80,597

2,959

January 31, 2005

0.5

Estimated average burden hours per

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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

2. Issuer Name and Ticker or Trading

30(h) of the Investment Company Act of 1940

Symbol

1(b).

(Print or Type Responses)

EISENBERG GLENN A

1. Name and Address of Reporting Person *

05/01/2007

05/01/2007

05/01/2007

Stock

Stock

Stock

Stock

Common

Common

Common

TIMKEN CO [TKR]								(Check all applicable)				
(Last)	(First)	(Middle)	3. Date of	3. Date of Earliest Transaction								
1835 DUEBER AVE. S. W.			`	(Month/Day/Year) 05/01/2007					Director 10% Owner X Officer (give title Other (specify below) below) Executive VP-Finance and Admin			
	4. If Ame	4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check					
Filed(Mo				(Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person _ Form filed by More than One Reporting				
CANTON,	OH 44706							Person	Tote than One Ke	porting		
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative S	Securi	ties Acqu	uired, Disposed of	f, or Beneficial	ly Owned		
1.Title of	2. Transaction D	Date 2A. Dec	emed	3.	4. Securit	ies Ac	quired	5. Amount of	6.	7. Nature of		
Security	(Month/Day/Ye	ar) Executi	on Date, if		on(A) or Dis	_		Securities	Ownership	Indirect		
(Instr. 3) any			·	Code (Instr. 3, 4 and 5)				Beneficially	Form: Direct			
		(Month	/Day/Year)	(Instr. 8)				Owned Following	(D) or Indirect (I)	Ownership		
								Reported	(Instr. 4)	(Instr. 4)		
						(A)		Transaction(s)	(111511. 1)			
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)				
Common Stock	05/01/2007			M	12,500	A	\$ 17.56	84,347	D			
Common	05/01/2007			C	12 500	D	¢ 22 2	71 047	D			

12,500 D

8,750

8,750

D

S

M

S

401(k)

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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.

SEC 1474

(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securition (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Employee Stock Option (Right to Buy)	\$ 17.56	05/01/2007		M	12,500	04/15/2004(1)	04/15/2013	Common Stock	12,5
Employee Stock Option (Right to	\$ 24.14	05/01/2007		M	8,750	04/20/2005(2)	04/20/2014	Common Stock	8,75

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

EISENBERG GLENN A

1835 DUEBER AVE. S. W. Executive VP-Finance and Admin
CANTON, OH 44706

Signatures

Buy)

Scott A. Scherff - Attorney in Fact 05/02/2007

**Signature of Reporting Person Date

Explanation of Responses:

- * 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).

Reporting Owners 2

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- (1) 50,000 shares granted on 4/15/2003 (previously reported on a Form 4) vested in 25% increments per year over 4 years.
- (2) 35,000 shares granted on 4/20/2004 (previously reported on a Form 4) vest in 25% increments per year over 4 years.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.