#### EISENBERG GLENN A

Form 4

January 03, 2012

## FORM 4

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

**OMB** 3235-0287

**OMB APPROVAL** 

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** Form 5 obligations

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

Common

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person * EISENBERG GLENN A			2. Issuer Name <b>and</b> Ticker or Trading Symbol TIMKEN CO [TKR]					5. Relationship of Reporting Person(s) to Issuer			
(Last)	3. Date of	3. Date of Earliest Transaction					(Check all applicable)				
1835 DUEB	(Month/Day/Year) 12/31/2011					Director 10% Owner X Officer (give title Other (specify below) below) Executive VP-Finance and Admin					
	4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check					
CANTON, O	Filed(Mon	Filed(Month/Day/Year)					Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								ly Owned			
1.Title of Security (Instr. 3)		2. Transaction Date 2A. Deemed Execution Date, any (Month/Day/Year)		3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)  (A) or Code V Amount (D) Price				5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock	12/31/2011			M	9	A	\$ 0	59,628 (1)	D		
Common Stock	12/31/2011			F	4	D	\$ 38.67	59,624 (1) (2) (3)	D		

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control

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### Edgar Filing: EISENBERG GLENN A - Form 4

number.

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

1. Title of	2.	3. Transaction Date		4.	5.	6. Date Exer		7. Title and A		
Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			Underlying S (Instr. 3 and		Derivati Security (Instr. 5
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Dividend Equivalent Rights	\$ 0 (2)	12/31/2011		M	9	<u>(3)</u>	(3)	Common Stock	9	\$ 0 (

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

EISENBERG GLENN A 1835 DUEBER AVE. S. W. CANTON, OH 44706

Executive VP-Finance and Admin

## **Signatures**

Glenn A. Eisenberg 01/03/2012

\*\*Signature of Date
Reporting Person

## **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).
- (1) Includes 108 shares acquired through DRP in 2011
- (2) The security converts to Common Stock on a one for one basis
- (3) Reflects the issuance of shares in payment of deferred dividend credits on employee stock options which vested and became payable at the rate of one share for each dividend credit on December 31, 2011
- (4) Not Applicable

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.

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