

TIMKEN CO
Form S-8
March 05, 2007

As filed with the Securities and Exchange Commission on March 5, 2007.

Registration No. 333-

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 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
(State or other jurisdiction of
incorporation or organization)

34-0577130
(I.R.S. Employer
Identification No.)

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

MPB EMPLOYEES SAVINGS 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)

CALCULATION OF REGISTRATION FEE

| Title of Securities to be Registered (1) | Amount to be Registered | Proposed Maximum Offering Price Per Share | Proposed Maximum Aggregate Offering Price (2)(3) | Amount of Registration Fee |
|---|-------------------------------|---|--|----------------------------------|
| Common Stock without par value | 200,000 shares | \$ 28.44 | \$5,688,000.00 | \$ 175.00 |

- (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 pursuant to the MPB Employees Savings Plan (the "Plan").
- (2) Estimated pursuant to paragraphs (c) and (h) of Rule 457 under the Securities Act on the basis of the average of the high and low sale prices for Common Stock on the New York Stock Exchange on February 27, 2007.
- (3) Estimated solely for purposes of determining the registration fee.

Pursuant to General Instruction E to Form S-8, the contents of Registration Statement No. 333-118664 filed with the Securities and Exchange Commission (the Commission) on August 30, 2004, are incorporated herein by reference. This registration statement on Form S-8 is filed for the purpose of registering an additional 200,000 Common Shares of the Registrant under the Plan.

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).

- (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).

- (c) The MPB Employees Savings Plan.

- 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.

The Registrant will submit or has submitted the Plan and any amendments thereto to the Internal Revenue Service (IRS) in a timely manner and has made or will make all changes required by the IRS in order to qualify the Plan.

SIGNATURES

The Registrant. 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 5th day of March 2007.

THE TIMKEN COMPANY

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

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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, 2007 |
| * Glenn A. Eisenberg | Executive Vice President Finance and Administration (Principal Financial Officer) | March 5, 2007 |
| * J. Ted Mihaila | Senior Vice President Finance and Controller (Principal Accounting Officer) | March 5, 2007 |
| * Phillip R. Cox | Director | March 5, 2007 |
| * Jerry J. Jasinowski | Director | March 5, 2007 |
| * John A. Luke, Jr. | Director | March 5, 2007 |
| * Robert W. Mahoney | Director | March 5, 2007 |
| * Joseph W. Ralston | Director | March 5, 2007 |
| * John P. Reilly | Director | March 5, 2007 |
| * Frank C. Sullivan | Director | March 5, 2007 |
| * John M. Timken, Jr. | Director | March 5, 2007 |
| * Ward J. Timken | Director | March 5, 2007 |
| * Ward J. Timken, Jr. | Director | March 5, 2007 |
| * Joseph F. Toot, Jr. | Director | March 5, 2007 |

Jacqueline F. Woods

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

DATED: March 5, 2007

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 5th day of March 2007.

MPB EMPLOYEES SAVINGS PLAN

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

EXHIBIT INDEX

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| (c) | The MPB Employees' Savings Plan. |
| 5 | Opinion of Counsel. |
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