EISENBERG GLENN A

Form 4

November 15, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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response...

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

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obligations may continue. See Instruction

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

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

| | Address of Report | ing Person * | Symbol | and Ticker or Trading | 5. Relationship of Reporting Person(s) to Issuer | | | |
|-------------------------|-------------------|---------------|------------------------------|-----------------------------|---|----------------|------------|--|
| (Last) (First) (Middle) | | | TIMKEN CO 3. Date of Earlie | | (Check all applicable) | | | |
| 1835 DUEE | BER AVE SW | | (Month/Day/Yea 11/12/2010 | ur) | DirectorX Officer (give below) Ex VP- | | ` 1 | |
| | (Street) | | 4. If Amendmen | t, Date Original | 6. Individual or Jo | oint/Group Fil | ling(Check | |
| CANTON, | ОН 44706 | | Filed(Month/Day/ | Year) | Applicable Line) _X_ Form filed by 0 Form filed by N Person | 1 0 | | |
| (City) | (State) | (Zip) | Table I - No | on-Derivative Securities Ac | quired, Disposed of | f, or Benefici | ally Owne | |
| 1.Title of | 2. Transaction I | Date 2A. Deem | ed 3. | 4. Securities Acquired | 5. Amount of | 6. | 7. Natu | |

| (City) | (State) | Table | e I - Non-D | erivative S | Securi | ties Acqu | ired, Disposed of | , or Beneficiall | y Owned |
|--------------------------------------|--------------------------------------|---|--|--------------------------------------|--------|-------------|--|--|---|
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transactio Code (Instr. 8) | 4. Securitin(A) or Dis (Instr. 3, 4) | sposed | of (D) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| Common Stock | 11/12/2010 | | M | 8,750 | A | \$ 25.21 | 59,855 | D | |
| Common Stock | 11/12/2010 | | S | 7,615 | D | \$ 42.88 | 52,240 | D | |
| Common Stock | 11/12/2010 | | F | 1,135 | D | \$ 42.88 | 51,105 | D | |
| Common Stock | 11/12/2010 | | M | 17,500 | A | \$ 29.23 | 68,605 | D | |
| Common Stock | 11/12/2010 | | S | 15,739 | D | \$ 42.8 | 52,866 | D | |

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| Common Stock | 11/12/2010 | F | 1,761 | D | \$ 42.8 | 51,105 | D | |
|-----------------|------------|---|--------|---|-------------|------------|---|--------|
| Common Stock | 11/12/2010 | M | 20,850 | A | \$ 30.7 | 71,955 | D | |
| Common Stock | 11/12/2010 | S | 18,974 | D | \$ 42.8 | 52,981 | D | |
| Common Stock | 11/12/2010 | F | 1,876 | D | \$ 42.8 | 51,105 | D | |
| Common Stock | 11/12/2010 | M | 17,500 | A | \$ 30.93 | 68,605 | D | |
| Common Stock | 11/12/2010 | S | 15,954 | D | \$ 42.77 | 52,651 | D | |
| Common Stock | 11/12/2010 | F | 1,546 | D | \$ 42.77 | 51,105 (1) | D | |
| Common Stock | | | | | | 4,759 | I | 401(k) |

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

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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. Transactic Code (Instr. 8) | 5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisab Expiration Date (Month/Day/Year | | 7. Title and A Underlying S (Instr. 3 and | Securition |
|---|---|--------------------------------------|---|--|---|---|--------------------|---|------------------------------|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amou or Numb of Sha |
| Employee Stock Option (right to buy) | \$ 25.21 | 11/12/2010 | | M | 8,750 | 01/31/2006(2) | 01/31/2015 | Common Stock | 8,75 |
| Employee Stock Option (right to | \$ 29.23 | 11/12/2010 | | M | 17,500 | 02/05/2008(3) | 02/05/2017 | Common Stock | 17,5 |

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| buy) | | | | | | | | |
|--|----------|------------|---|--------|---------------|------------|-----------------|------|
| Employee Stock Option (right to buy) | \$ 30.7 | 11/12/2010 | M | 20,850 | 02/04/2009(4) | 02/04/2018 | Common Stock | 20,8 |
| Employee Stock Option (right to buy) | \$ 30.93 | 11/12/2010 | M | 17,500 | 02/06/2007(5) | 02/06/2016 | Common Stock | 17,5 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|--------------------------------|---------------|-----------|------------------------|-------|--|--|--|
| • 0 | Director | 10% Owner | Officer | Other | | | |
| EISENBERG GLENN A | | | | | | | |
| 1835 DUEBER AVE SW | | | Ex VP-Finance & Admin. | | | | |

CANTON, OH 44706 **Signatures**

Scott A. Scherff - Attorney in Fact 11/15/2010

**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).
- (1) Includes 452 shares received through DRP in 2010 to date.
- (2) 35,000 shares granted on 1/31/2005 (previously reported on a Form 4) vested in 25% increments per year.
- (3) 35,000 shares granted on 2/5/2007 (previously reported on a Form 4) vest in 25% increments per year.
- (4) 41,700 shares granted on 2/4/2008 (previously reported on a Form 4) vest in 25% increments per year.
- (5) 35,000 shares granted on 2/6/2006 (previously reported on a From 4) vested in 25% increments per year.

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