

TIMKEN CO

Form 3

November 13, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting
Person *

Â Mihaila John Theodore

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

11/03/2006

3. Issuer Name **and** Ticker or Trading Symbol
TIMKEN CO [TKR]

4. Relationship of Reporting
Person(s) to Issuer

5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer ____ Other
(give title below) (specify below)
Senior VP and Controller

6. Individual or Joint/Group
Filing(Check Applicable Line)
__X__ Form filed by One Reporting
Person
____ Form filed by More than One
Reporting Person

1835 DUEBER AVE. S. W.

(Street)

CANTON,Â OHÂ 44706

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common (Restricted)

3,375 ⁽¹⁾

D

Â

Common Stock

2,059

D

Â

Common Stock

17,248

I

401(k)

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

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.**

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

1. Title of Derivative
Security
(Instr. 4)

2. Date Exercisable and
Expiration Date
(Month/Day/Year)

3. Title and Amount of
Securities Underlying
Derivative Security

4. Conversion
or Exercise

5. Ownership
Form of

6. Nature of
Indirect Beneficial
Ownership

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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Employee Stock Option (right to buy)	04/21/1999 ⁽²⁾	04/21/2008	Common Stock	2,900	\$ 33.75	D	Â
Employee Stock Option (right to buy)	04/16/2003 ⁽³⁾	04/16/2012	Common Stock	7,500	\$ 25.4	D	Â
Employee Stock Option (right to buy)	04/15/2004 ⁽⁴⁾	04/15/2013	Common Stock	8,000	\$ 17.56	D	Â
Employee Stock Option (right to buy)	04/20/2005 ⁽⁵⁾	04/20/2014	Common Stock	3,000	\$ 24.14	D	Â
Employee Stock Option (right to buy)	01/31/2006 ⁽⁶⁾	01/31/2015	Common Stock	3,000	\$ 25.21	D	Â
Employee Stock Option (right to buy)	02/06/2007 ⁽⁷⁾	02/06/2016	Common Stock	3,000	\$ 30.93	D	Â
Dividend Equivalent Rights	12/31/2008 ⁽⁸⁾	12/31/2009	Common Stock	313	\$ 0 ⁽⁹⁾	D	Â
Dividend Equivalent Rights	12/31/2009 ⁽¹⁰⁾	12/31/2009	Common Stock	181	\$ 0 ⁽¹¹⁾	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mihaila John Theodore 1835 DUEBER AVE. S. W. CANTON, OH 44706	Â	Â	Â Senior VP and Controller	Â

Signatures

David A.
Basinski, Jr. 11/10/2006

 Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Restricted shares granted in 2004, 2005 and 2006 vest in 25% increments each year.
- (2) The Option vested in 25% increments per year and became exercisable on 4/21/1999.
- (3) The Option vested in 25% increments per year and became exercisable on 4/16/2003.
- (4) The Option vests in 25% increments per year and became exercisable on 4/25/2004.

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- (5) The Option vests in 25% increments per year and became exercisable on 4/20/2005.
- (6) The Option vests in 25% increments per year and became exercisable on 1/31/2006.
- (7) The Option vests in 25% increments per year and becomes exercisable on 2/6/2007.
- (8) Reflects the accrual of contingent rights to receive shares of common stock which vest on 12/31/2008 or under certain circumstances.
- (9) The security converts to Common Stock on a one for one basis.
- (10) Reflects the accrual of contingent rights to receive shares of common stock which vest on 12/31/2009 or under certain circumstances.
- (11) The security converts to Common Stock on a one for one basis.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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