

TIMKEN CO
Form S-8
March 05, 2009

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As filed with the Securities and Exchange Commission on March 5, 2009.

Registration No. 333-_____

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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 | 34-0577130 |
| (State or other jurisdiction of incorporation or organization) | (I.R.S. Employer Identification No.) |

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer Smaller Reporting Company
(Do not check if a smaller reporting company)

CALCULATION OF REGISTRATION FEE

| Title of Securities to Registered | Amount to be Registered ⁽¹⁾ | Proposed Maximum Offering Price Per Share ⁽²⁾ | Proposed Maximum Aggregate Offering Price ⁽²⁾ | Amount of Registration Fee |
|--|--|--|--|----------------------------------|
| Common Stock, without par value | 250,000 shares | \$11.77 | \$2,942,500 | \$116.00 |

(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 or sold
pursuant to
MPB
Corporation
Employees
Savings Plan
(the Plan).

- (2) Estimated solely
for calculating
the amount of
the registration
fee, pursuant to
paragraphs
(c) and (h) of
Rule 457 of the
General Rules
and Regulations
under the
Securities Act,
on the basis of
the average of
the high and low
sale prices of
such securities
on the New
York Stock
Exchange on
March 2, 2009,
within five
business days
prior to filing.

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PART II

Item 8. Exhibits

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EX-23(a)

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Pursuant to General Instruction E to Form S-8, the contents of Registration Statement No. 333-141068, filed with the Securities and Exchange Commission (the Commission) on March 5, 2007, and Registration Statement No. 333-118664, filed with 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 250,000 shares of Common Stock, without par value (Common Stock), of The Timken Company, an Ohio corporation (the Registrant), under the Plan.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

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).
- 4(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).
- 4(c) MPB Corporation Employees Savings Plan (the Plan) (filed as an exhibit to the Registrant s Form S-8 Registration Statement No. 333-141068 and incorporated herein by reference).
- 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.

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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 2009.

THE TIMKEN COMPANY

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

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, 2009 |
| * Glenn A. Eisenberg | Executive Vice President Finance and Administration (Principal Financial Officer) | March 5, 2009 |
| * J. Theodore Mihaila | Senior Vice President Finance and Controller (Principal Accounting Officer) | March 5, 2009 |
| * Philip R. Cox | Director | March 5, 2009 |
| * Jerry J. Jasinowski | Director | March 5, 2009 |
| * John A. Luke, Jr. | Director | March 5, 2009 |
| * Robert W. Mahoney | Director | March 5, 2009 |
| * Joseph W. Ralston | Director | March 5, 2009 |

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| | | | |
|-------------------|---|----------|---------------|
| | * | Director | March 5, 2009 |
| John R. Reilly | | | |
| | * | Director | March 5, 2009 |
| Frank C. Sullivan | | | |

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| Signature | Title | Date |
|---------------------|----------|---------------|
| * | Director | March 5, 2009 |
| John M. Timken, Jr. | | |
| * | Director | March 5, 2009 |
| Ward J. Timken | | |
| * | Director | March 5, 2009 |
| Ward J. Timken, Jr. | | |
| * | Director | March 5, 2009 |
| Joseph F. Toot, Jr. | | |
| * | Director | March 5, 2009 |
| Jacqueline F. Woods | | |

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

DATED: March 5, 2009

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 of March 2009.

MPB CORPORATION EMPLOYEES
SAVINGS PLAN

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

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