

BATTEN MICHAEL E
Form 4
August 30, 2006

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
BATTEN MICHAEL E

(Last) (First) (Middle)

TWIN DISC,
INCORPORATED, 1328 RACINE
STREET

(Street)

RACINE, WI 53403

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
TWIN DISC INC [TWIN]

3. Date of Earliest Transaction
(Month/Day/Year)
08/08/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
CHAIRMAN/CEO

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

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (D) Price | | | |
| Common Stock | 08/08/2006 | | S | 2,058 D \$ 29 | 536,373 (2) | I | As Trustee (1) |
| Common Stock | | | | | 78,113 (2) | D | |
| Common Stock | | | | | 258.1013 (2) | I | 401(k) |
| Common Stock | | | | | 2,600 (2) | I | Beneficial Ownership (3) |

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

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(9-02)

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. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price or Value of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Stock Options | \$ 21.875 (2) | | | | | 08/12/1996 08/12/2006 | Common Stock 4,000 (2) | |
| Stock Options | \$ 28.75 (2) | | | | | 08/11/1997 08/11/2007 | Common Stock 4,500 (2) | |
| Stock Options | \$ 26 (2) | | | | | 08/10/1998 08/10/2008 | Common Stock 3,400 (2) | |
| Stock Options | \$ 22.938 (2) | | | | | 10/16/1998 10/16/2008 | Common Stock 1,100 (2) | |
| Stock Options | \$ 19.938 (2) | | | | | 07/30/1999 07/30/2009 | Common Stock 3,000 (2) | |
| Stock Options | \$ 17.8125 (2) | | | | | 08/04/2000 08/04/2010 | Common Stock 3,000 (2) | |
| Stock Options | \$ 16.56 (2) | | | | | 08/13/2001 08/13/2006 | Common Stock 4,000 (2) | |
| Stock Options | \$ 15.05 (2) | | | | | 08/13/2001 08/13/2011 | Common Stock 4,000 (2) | |
| Stock Options | \$ 14.45 (2) | | | | | 08/02/2002 08/02/2012 | Common Stock 8,000 (2) | |

Reporting Owners

Reporting Owner Name / Address

Relationships

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Director 10% Owner Officer Other

BATTEN MICHAEL E
TWIN DISC, INCORPORATED
1328 RACINE STREET
RACINE, WI 53403

CHAIRMAN/CEO

Signatures

/s/ Micheal E.

Batten

08/30/2006

**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) As Trustee for Trusts for members of the immediate family.
 - (2) Transaction took place before Twin Disc two-for-one stock split, effective March 31, 2006. Total shares and prices reflect pre-split amounts.
 - (3) Stock owned by spouse, Gloria S. Batten.

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.