JOYCE MICHAEL H

Form 4

October 22, 2004

FORM 4

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

OMB Number:

response...

Expires:

3235-0287 January 31,

0.5

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per

OMB APPROVAL

Form 4 or Form 5 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)

1. Name and Add JOYCE MICI	Symbol	2. Issuer Name and Ticker or Trading Symbol TWIN DISC INC [TWIN]					5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (Mi	3. Date of (Month/Da	3. Date of Earliest Transaction (Month/Day/Year) 10/21/2004				(Check all applicable) Director 10% Owner _X_ Officer (give title Other (specify below) PRESIDENT/COO			
	dment, Date h/Day/Year)	e Original		A - -	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)	(State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		on Date, if Transaction Code (Day/Year) (Instr. 8)			5)	5. Amount of 6. Securities Ownership Beneficially Form: Owned Direct (D) Following or Indirect Reported (I) Transaction(s) (Instr. 4) (Instr. 3 and 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
COMMON STOCK	10/21/2004		Code V M	Amount 2,000	(D)	Price \$ 14.45	7,628	D		
COMMON STOCK	10/21/2004		S	2,000	D	\$ 24.9	5,628	D		

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

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SEC 1474

(9-02)

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

5. Number

Securities

Transaction of Derivative Expiration Date

6. Date Exercisable and

(Month/Day/Year)

7. Title and Amount of

Underlying Securities

(Instr. 3 and 4)

(IIISU. 3)	Derivative Security		(Monuin Day) Tear)	(IIISU. 6	(A) Dis (D) (In	or sposed of				
				Code \	V (A	a) (D)	Date Exercisable	Expiration Date	Title	Amoun or Numbe of Shares
STOCK OPTIONS	\$ 14.45	10/21/2004		M		2,000	10/02/2002	10/02/2012	COMMON STOCK	2,000

Code

Reporting Owners

Conversion

or Exercise

Drice of

Reporting Owner Name / Address Relationships

3. Transaction Date 3A. Deemed

Execution Date, if

(Month/Day/Year) (Instr 8)

(Month/Day/Year)

Director 10% Owner Officer Other

JOYCE MICHAEL H

PRESIDENT/COO

Signatures

/s/ Michael H.

1. Title of

Derivative

Security

(Instr 3)

Joyce 10/22/2004

**Signature of 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).

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.

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