Edgar Filing: TWIN DISC INC - Form 4

Form 4												
FORM	FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							OMMISSION	OMB APPROVAL OMB 3235-0287 Number:			
Check this b if no longer subject to Section 16. Form 4 or Form 5 obligations may continu <i>See</i> Instructi 1(b).	STATE Filed p _{ie.} Section 17	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								Expires:January 31, 2005Estimated average burden hours per response0.5		
(Print or Type Res	ponses)											
MELLOWES JOHN A Symbol				Name and T		rading	>	5. Relationship of Reporting Person(s) to Issuer				
(M			3. Date of E (Month/Day 10/21/200	/Year)	isaction			(Check all applicable) <u>X</u> Director Officer (give title below) below) (Check all applicable) 10% Owner Dther (specify below)				
(Street) 4. If Amena Filed(Month			h/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting					
MILWAUKE	E, WI 53202							Form filed by Mo Person	ore than One Re	porting		
(City)	(State)	(Zip)	Table	I - Non-De	rivative S	ecurit	ies Acqu	ired, Disposed of,	or Beneficial	ly Owned		
1.Title of Security (Instr. 3)	2. Transaction (Month/Day/Ye	ear) Executi any	emed ion Date, if /Day/Year)	3. Transactic Code (Instr. 8)	4. Securi on(A) or D (Instr. 3,	ispose	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
COMMON STOCK (1)	10/21/2005			Code V A	Amount 300		Price \$ 40.45	(Instr. 3 and 4) 600	D			

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

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

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

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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. Transa Code (Instr.				6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
STOCK OPTIONS	\$ 40.45	10/21/2005		А		300		10/21/2005	10/21/2015	COMMON STOCK	300

Reporting Owners

Reporting Owner Name / Add	ress	Relationships								
	Director	10% Owner	Officer	Other						
MELLOWES JOHN A										
770 N WATER ST	Х									
MILWAUKEE, WI 53202										
Signatures										
/s/ John A.										
Mellowes	11/03/2005									

<u>**</u>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) Award of Restricted Stock Pursuant to 2004 Stock Incentive Plan for Non-Employee Directors. Stock Grant will be vested in one-third increments annually until fully vested after three years.
- (2) This total includes 5,600 issuable pursuant to currently exerciseable stock options.

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.