

BATTEN MICHAEL E

Form 4

August 30, 2006

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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(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
X Officer (give title below) ____ Other (specify below)

CHAIRMAN/CEO

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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)
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)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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

Reporting Owners

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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.
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