

BATTEN MICHAEL E  
 Form 4  
 May 08, 2008

**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**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
**1328 RACINE STREET**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**05/06/2008**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Chairman, President and CEO**

**RACINE, WI 53403**

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

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

(City) (State) (Zip)

**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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V Amount (A) or (D) Price   |   |  |   |
| Common Stock                    | 01/02/2008                           |  | G                              | V 350 D \$ 0  | 616,818   | I  | As Trustee (1)  |
| Common Stock                    | 05/06/2008                           |  | M                              | 13,600 A \$ 6.5   | 342,120   | D  |   |
| Common Stock                    | 05/06/2008                           |  | M                              | 4,400 A \$ 5.7344   | 346,520   | D  |   |
| Common Stock                    | 05/06/2008                           |  | S                              | 18,000 D \$ 18.0017   | 328,520   | D  |   |
| Common Stock                    |                                      |  |                                |   | 10,400  | I  | Beneficial Ownership (2)                              |

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Common Stock 1,058.5492 I 401(k)

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

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**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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |
| Stock Options                              | \$ 6.5   | 05/06/2008                           |  | M                              | 13,600  | 08/10/1998 08/10/2008                                    | Common Stock 13,600   |
| Stock Options                              | \$ 5.7344  | 05/06/2008                           |  | M                              | 4,400   | 10/16/1998 10/16/2008                                    | Common Stock 4,400  |
| Stock Options                              | \$ 4.9844  |                                      |  |                                |   | 07/30/1999 07/30/2009                                    | Common Stock 12,000   |
| Stock Options                              | \$ 4.4532  |                                      |  |                                |   | 08/04/2000 08/04/2010                                    | Common Stock 12,000   |
| Stock Options                              | \$ 3.7625  |                                      |  |                                |   | 08/13/2001 08/13/2011                                    | Common Stock 16,000   |
| Stock Options                              | \$ 3.6125  |                                      |  |                                |   | 08/02/2002 08/02/2012                                    | Common Stock 32,000   |

## Reporting Owners

| Reporting Owner Name / Address                             | Relationships |           |                             |       |
|--|---------------|-----------|-----------------------------|-------|
|  | Director      | 10% Owner | Officer                     | Other |
| BATTEN MICHAEL E<br>1328 RACINE STREET<br>RACINE, WI 53403 | X             | X         | Chairman, President and CEO |       |

## Signatures

/s/ Michael E.

Batten

05/08/2008

\_\_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 of Trusts for members of immediate family. Reporting person is also Trustee of Trusts of non-immediate family members holding 1,520,922 shares of common stock, for which Section 16 reporting is not required.
  - (2) 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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