Edgar Filing: TWIN DISC INC - Form 4/A

TWIN DISC Form 4/A July 29, 200 FORM Check th if no lon subject t Section Form 4 of Form 5 obligation may con <i>See</i> Instr 1(b).	18 A 4 UNITED S his box ger o STATEM 16. or Filed purs Section 17(a	ENT OF CHA	ashington NGES IN SECUF 16(a) of th Jtility Hol	, D.C. 20 BENEFI RITIES ne Securit ding Com	549 ICIA ies E	L OW xchang Act of	NERSHIP OF e Act of 1934, i 1935 or Sectior	OMB Number: Expires: Estimated a burden hour response	•	
(Print or Type	Responses)									
1. Name and A BATTEN J	Symbol	2. Issuer Name and Ticker or Trading Symbol TWIN DISC INC [TWIN]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
			3. Date of Earliest Transaction (Month/Day/Year) 07/24/2008				Director 10% Owner X Officer (give title Other (specify below) below) Executive Vice President			
Filed			. If Amendment, Date Original Filed(Month/Day/Year) 07/28/2008				 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) (2	Zip) Tal	ole I - Non-l	Derivative	Securi	ities Acq	uired, Disposed of,	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)		on Date 2A. Deemed //Year) Execution Date, if any (Month/Day/Year)		(A) or			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. 7. Nature of Ownership Indirect Form: Direct Beneficial (D) or Ownership Indirect (I) (Instr. 4) (Instr. 4)		
Common Stock (1)	07/24/2008		Code V A	Amount 12,000	(D) A	Price \$ 0	16,768	D		
Common Stock (2)	07/24/2008		F	5,184	D	\$ 21.69	11,584	D		
Common Stock (3)	07/24/2008		А	2,500	A	\$0	14,084	D		
Common Stock							2,107.177	Ι	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)	4. Transactic Code (Instr. 8)	5. of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,		ate	7. Titl Amou Under Secur (Instr.	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
			Code V	4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Relationships						
Director	10% Owner	Officer	Other			
		Executive Vice President				
	Director	Director 10% Owner	Director 10% Owner Officer			

John H. Batten	07/29/2008			
<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) Represents shares of common stock acquired by the Reporting Person upon the vesting of performance shares granted pursuant to a Rule16b-3(d) plan.
- (2) Represents shares of common stock withheld by the issuer to satisfy tax obligations in connection with the vesting of performance shares granted to the Reporting person pursuant to Rule 16b-3(d) plan.
- (3) Award of Restricted Stock for no cash consideration pursuant to the Twin Disc, Incorporated 2004 Stock Incentive Plan as amended.
 (3) Grant will vest 100% in three years.

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.