

RAYBURN DAVID B
Form 4
June 07, 2011

FORM 4

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

OMB APPROVAL

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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 *
RAYBURN DAVID B

(Last) (First) (Middle)
1328 RACINE ST.
(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)
06/06/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)
 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)
			Code	V	Amount	(D)	Price
Common Stock	06/06/2011		S		300	D	\$ 33
Common Stock	06/07/2011		S		2,226	D	\$ 32
Common Stock	06/07/2011		S		730	D	\$ 32.0219
Common Stock	06/07/2011		S		744	D	\$ 32.1932
							20,048
							17,822
							17,092
							16,348

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)

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)
Stock Options	\$ 3.2525					Date Exercisable: 10/18/2002 Expiration Date: 10/18/2012	Common Stock	4,000
Stock Options	\$ 6.225					Date Exercisable: 10/15/2004 Expiration Date: 10/15/2014	Common Stock	1,200
Stock Options	\$ 10.11					Date Exercisable: 10/21/2005 Expiration Date: 10/21/2015	Common Stock	1,200
Stock Options	\$ 18.005					Date Exercisable: 10/20/2006 Expiration Date: 10/20/2016	Common Stock	1,200
Stock Options	\$ 27.545					Date Exercisable: 10/19/2007 Expiration Date: 10/19/2017	Common Stock	1,200
Stock Options	\$ 10.01					Date Exercisable: 10/17/2008 Expiration Date: 10/17/2018	Common Stock	1,200
Stock Options	\$ 14.61					Date Exercisable: 10/16/2009 Expiration Date: 10/16/2019	Common Stock	1,200

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RAYBURN DAVID B 1328 RACINE ST. RACINE, WI 53403	X			

Signatures

/s/ David B.
Rayburn

06/07/2011

__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).

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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