TWIN DISC INC Form 4 July 29, 2013

FORM 4

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

OMB

Issuer

\$0

32,252

28,849

32,346

3,324.4804

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Number: January 31, Expires: 2005

3235-0287

OMB APPROVAL

Estimated average burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

2. Issuer Name and Ticker or Trading

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

Symbol

1(b).

(Print or Type Responses)

Wilcox Denise

1. Name and Address of Reporting Person *

07/25/2013

07/25/2013

07/25/2013

Stock (1) Common

Stock (2) Common

Stock (3) Common

Stock

		TWIN	TWIN DISC INC [TWIN] 3. Date of Earliest Transaction				(Check all applicable)				
(Last)	(First) (Middle) 3. Date of									
TWIN DISC	C, INC., 1328 RA		Day/Year) 013				DirectorX Officer (giv below)		Owner er (specify		
	(Street)	4. If Ame	endment, Da	ate Origina	ıl		6. Individual or J	oint/Group Filin	ng(Check		
		Filed(Mo	nth/Day/Yea	r)			Applicable Line) _X_ Form filed by				
RACINE, V	WI 53403						Person	More than One Re	porting		
(City)	(State)	(Zip) Tab	le I - Non-I	Derivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned		
1.Title of	2. Transaction Date	e 2A. Deemed	3.	4. Securi	ties A	cquired	5. Amount of	6. Ownership	7. Nature of		
Security	(Month/Day/Year)	Execution Date, if	Transacti	on(A) or D	ispose	d of (D)	Securities	Form: Direct	Indirect		
(Instr. 3)		any	Code	(Instr. 3,	4 and	5)	Beneficially	(D) or	Beneficial		
		(Month/Day/Year)	(Instr. 8)				Owned	Indirect (I)	Ownership		
							Following	(Instr. 4)	(Instr. 4)		
					(A)		Reported Transaction(s)				
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)				
Common	07/25/2013		٨	7 3/1/	٨	\$ 0	32 252	D			

7,344

3,403

3,497

A

F

A

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

401(k)

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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.

SEC 1474 (9-02)

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

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)		4. Transacti	5. orNumber	6. Date Exerc Expiration Da		7. Title		8. Price of Derivative	9. Nu Deriv
Security (Instr. 3)	or Exercise Price of Derivative Security	(manazay, 16ar)	any (Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/		Underly Securit	ying	Security (Instr. 5)	Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title 1	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Wilcox Denise TWIN DISC, INC. 1328 RACINE ST. RACINE, WI 53403

VP-Human Resources

Signatures

/s/ Denise L. 07/29/2013 Wilcox

**Signature of Date
Reporting Person

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 aquired by the Reporting Person upon the vesting of performance shares granted pursuant to Rule 16b-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 2010 Long Term Incentive Compensation Plan as amended. 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.

Reporting Owners 2

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