

BATTEN MICHAEL E
 Form 4
 May 08, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 1328 RACINE STREET 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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