FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

illington, D.C. 20549	OMB APPROVAL

OMB Number:	3235-0287					
Estimated average burd	en					
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).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Name and Address of Reporting Person*     DOAR MICHAEL				2. Issuer Name <b>and</b> Ticker or Trading Symbol TWIN DISC INC [ TWIN ]									Relationship heck all app X Direc	licable)	•					
	COMPAN	IES, INC.	(Middle)		3. Date of Earliest Transaction (Month/Day/Year) 10/16/2009									Office	Officer (give title below)		Other (s	· I		
ONE TECHNOLOGY WAY						4. If Amendment, Date of Original Filed (Month/Day/Year)									6. Individual or Joint/Group Filing (Check Applicable Line)					
(Street) INDIANAPOLIS IN 46268													X Form filed by One Reporting Person Form filed by More than One Reporting Person							
(City)	(Si	tate)	(Zip)																	
		Tab	le I - Non-	Deriva	ative	Se	curitie	s Ac	quired,	Disp	osed o	of, or Be	eneficia	lly Owne	d					
1. Title of Security (Instr. 3)  2. Transa Date (Month/D					Execution Date,			Code (Instr.   5)				Benefic	ies cially Following	s Form ally (D) o ollowing (I) (Ir		7. Nature of Indirect Beneficial Ownership (Instr. 4)				
									Code	v	Amount	ount (A) or Pr		Transa	Transaction(s) (Instr. 3 and 4)			(		
Common Stock <sup>(1)</sup> 10/16/3					/2009		A		1,20	1,200 A		7	7,400		D					
		Т	able II - D (e						uired, Di					y Owned						
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Da if any (Month/Day/	ate, Ti	4. Transaction Code (Instr. 8)				6. Date Exe Expiration (Month/Day	Date	Amount of		of s ng e Security	8. Price of Derivative Security (Instr. 5)	9. Number derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4)	e s Illy	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
				c	code	v	(A)		Date Exercisable		xpiration ate	Title	Amount or Number of Shares							
Stock Options	\$14.61	10/16/2009			A		1,200		10/16/2009	) 10	0/16/2019	Common Stock	1,200	\$0	1,200		D			
Stock	\$10.01							П	10/17/2008	3 10	0/17/2018	Common	1,200		1,200	)	D			

## **Explanation of Responses:**

1. Award of Restricted Stock Pursuant to 2004 Stock Incentive Plan for Non-Employee Directors. Stock Grant will be vested in one-third increments annually until fully vested after three years.

/s/ Michael Doar

10/20/2009

\*\* Signature of Reporting Person

Date

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

- \* 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.

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 Number.