

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

OMB APPROVAL	
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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) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chairman, President and CEO			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/06/2008			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person			
1328 RACINE STREET			4. If Amendment, Date of Original Filed (Month/Day/Year)						
(Street)	RACINE	WI	53403						
(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⁾
Common Stock								1,058.5492	I	401(k)

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
					(A)	(D)	Date Exercisable	Expiration Date						
Stock Options	\$6.5	05/06/2008		M		13,600	08/10/1998	08/10/2008	Common Stock	13,600	\$0	0	D	
Stock Options	\$5.7344	05/06/2008		M		4,400	10/16/1998	10/16/2008	Common Stock	4,400	\$0	0	D	
Stock Options	\$4.9844						07/30/1999	07/30/2009	Common Stock	12,000		12,000	D	
Stock Options	\$4.4532						08/04/2000	08/04/2010	Common Stock	12,000		12,000	D	
Stock Options	\$3.7625						08/13/2001	08/13/2011	Common Stock	16,000		16,000	D	
Stock Options	\$3.6125						08/02/2002	08/02/2012	Common Stock	32,000		32,000	D	

Explanation of Responses:

- 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.
- Stock owned by spouse, Gloria S. Batten

/s/ Michael E. Batten

05/08/2008

** 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.