

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 2 )\*

Twin Disc, Incorporated

(Name of Issuer)

Common Stock

(Title of Class of Securities)

901476101

(CUSIP Number)

December 31, 2001

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant  
to which this Schedule is filed:

- Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

13G

CUSIP No. 901476101

1 NAME OF REPORTING PERSON /  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Artisan Partners Limited Partnership

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(see Instructions)

Not Applicable

(a) [ ]

(b) [ ]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF  
SHARES

None

BENEFICIALLY  
OWNED BY

6 SHARED VOTING POWER

EACH  
REPORTING  
PERSON  
WITH

153,466

-----  
7 SOLE DISPOSITIVE POWER

None

-----  
8 SHARED DISPOSITIVE POWER

153,466

-----  
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

153,466

-----  
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
(see Instructions)

Not Applicable

-----  
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.5%

-----  
12 TYPE OF REPORTING PERSON  
(see Instructions)

IA

CUSIP No. 901476101  
 -----

1 NAME OF REPORTING PERSON /  
 S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
  
 Artisan Investment Corporation

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
 (see Instructions) (a) [ ]  
 Not Applicable (b) [ ]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
  
 Wisconsin

	5	SOLE VOTING POWER	None
NUMBER OF SHARES			
BENEFICIALLY	6	SHARED VOTING POWER	
OWNED BY			153,466
EACH			
REPORTING	7	SOLE DISPOSITIVE POWER	
PERSON			None
WITH			
	8	SHARED DISPOSITIVE POWER	
			153,466

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
  
 153,466

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
 (see Instructions)  
  
 Not Applicable

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
  
 5.5%

12 TYPE OF REPORTING PERSON  
 (see Instructions)  
  
 IA

CUSIP No. 901476101  
-----

1 NAME OF REPORTING PERSON /  
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Andrew A. Ziegler

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(see Instructions)

Not Applicable

(a) [ ]

(b) [ ]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.A.

5 SOLE VOTING POWER

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

None

6 SHARED VOTING POWER

153,466

7 SOLE DISPOSITIVE POWER

None

8 SHARED DISPOSITIVE POWER

153,466

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

153,466

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
(see Instructions)

Not Applicable

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.5%

12 TYPE OF REPORTING PERSON  
(see Instructions)

IN

CUSIP No. 901476101  
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1 NAME OF REPORTING PERSON /  
 S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Carlene Murphy Ziegler

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
 (see Instructions)

Not Applicable

(a) [ ]

(b) [ ]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.A.

5 SOLE VOTING POWER

NUMBER OF  
 SHARES  
 BENEFICIALLY  
 OWNED BY  
 EACH  
 REPORTING  
 PERSON  
 WITH

None

6 SHARED VOTING POWER

153,466

7 SOLE DISPOSITIVE POWER

None

8 SHARED DISPOSITIVE POWER

153,466

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

153,466

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
 (see Instructions)

Not Applicable

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.5%

12 TYPE OF REPORTING PERSON  
 (see Instructions)

IN

Item 1(a) Name of Issuer:  
Twin Disc, Incorporated

Item 1(b) Address of Issuer's Principal Executive Offices:  
1328 Racine Street  
Racine, WI 53403

Item 2(a) Name of Person Filing:  
Artisan Partners Limited Partnership  
("Artisan Partners")  
Artisan Investment Corporation, the general partner of  
Artisan Partners ("Artisan Corp.")  
Andrew A. Ziegler  
Carlene Murphy Ziegler

Item 2(b) Address of Principal Business Office:  
Artisan Partners, Artisan Corp., Mr. Ziegler and  
Ms. Ziegler are all located at:  
1000 North Water Street, #1770  
Milwaukee, WI 53202

Item 2(c) Citizenship:  
Artisan Partners is a Delaware limited partnership  
Artisan Corp. is a Wisconsin corporation  
Mr. Ziegler and Ms. Ziegler are U.S. citizens

Item 2(d) Title of Class of Securities:  
Common Stock

Item 2(e) CUSIP Number:  
901476101

Item 3 Type of Person:  
(e) Artisan Partners is an investment adviser  
registered under section 203 of the Investment  
Advisers Act of 1940; Artisan Corp. is the General  
Partner of Artisan Partners; Mr. Ziegler and  
Ms. Ziegler are the principal stockholders of Artisan  
Corp.

- Item 4                    Ownership (at December 31, 2001):
- (a)        Amount owned "beneficially" within the meaning of rule 13d-3:  
  
            153,466
  - (b)        Percent of class:  
  
            5.5% (based on 2,807,832 shares outstanding as of December 31, 2001)
  - (c)        Number of shares as to which such person has:
    - (i)        sole power to vote or to direct the vote: None
    - (ii)       shared power to vote or to direct the vote: 153,466
    - (iii)      sole power to dispose or to direct the disposition of: None
    - (iv)      shared power to dispose or to direct disposition of: 153,466

- Item 5                    Ownership of Five Percent or Less of a Class:  
  
            Not Applicable

- Item 6                    Ownership of More than Five Percent on Behalf of Another Person:

The shares reported herein have been acquired on behalf of discretionary clients of Artisan Partners. Persons other than Artisan Partners are entitled to receive all dividends from, and proceeds from the sale of, those shares. None of those persons, to the knowledge of Artisan Partners, Artisan Corp., Mr. Ziegler or Ms. Ziegler, has an economic interest in more than 5% of the class.

- Item 7                    Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person:

Not Applicable

- Item 8                    Identification and Classification of Members of the Group:

Not Applicable

- Item 9                    Notice of Dissolution of Group:

Not Applicable

- Item 10                  Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Signature

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After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 13, 2002

ARTISAN INVESTMENT CORPORATION  
for itself and as general partner of  
ARTISAN PARTNERS LIMITED PARTNERSHIP

By: /s/ Andrew A. Ziegler

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Andrew A. Ziegler  
President

ANDREW A. ZIEGLER

/s/ Andrew A. Ziegler

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CARLENE MURPHY ZIEGLER

/s/ Carlene Murphy Ziegler

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Exhibit Index

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Exhibit 1

Joint Filing Agreement dated as of February 13, 2002 by and among Artisan Partners Limited Partnership, Artisan Investment Corporation, Andrew A. Ziegler, and Carlene Murphy Ziegler



JOINT FILING AGREEMENT

The undersigned hereby agree to the joint filing of the Schedule 13G to which this Agreement is attached.

Dated: February 13, 2002

ARTISAN INVESTMENT CORPORATION  
for itself and as general partner of  
ARTISAN PARTNERS LIMITED PARTNERSHIP

By: /s/ Andrew A. Ziegler

-----  
Andrew A. Ziegler  
President

ANDREW A. ZIEGLER

/s/ Andrew A. Ziegler

CARLENE MURPHY ZIEGLER

/s/ Carlene Murphy Ziegler