

**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	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>MELLOWES JOHN A</u>  (Last) (First) (Middle) <u>1328 RACINE STREET</u>  (Street) <u>RACINE WI 53403</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>TWIN DISC INC [ TWIN ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/11/2008</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	11/11/2008		M		4,000	A	\$4.4532	18,000	D	
Common Stock	11/11/2008		M		4,000	A	\$4.9694	22,000	D	

**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						Title
Stock Options	\$4.4532	11/11/2008		M		4,000	08/04/2000	08/04/2010	Common Stock	4,000	\$0	0	D	
Stock Options	\$4.9694	11/11/2008		M		4,000	07/30/1999	07/30/2009	Common Stock	4,000	\$0	0	D	
Stock Options	\$3.7625						08/13/2001	08/13/2011	Common Stock	4,000		4,000	D	
Stock Options	\$3.2525						10/18/2002	10/18/2012	Common Stock	4,000		4,000	D	
Stock Options	\$6.225						10/15/2004	10/15/2014	Common Stock	1,200		1,200	D	
Stock Options	\$10.1125						10/21/2005	10/21/2015	Common Stock	1,200		1,200	D	
Stock Options	\$18.005						10/20/2006	10/20/2016	Common Stock	1,200		1,200	D	
Stock Options	\$27.545						10/19/2007	10/19/2017	Common Stock	1,200		1,200	D	
Stock Options	\$10.01						10/17/2008	10/17/2018	Common Stock	1,200		1,200	D	

Explanation of Responses:

Remarks:

/s/ John A. Mellowes 11/12/2008

\*\* 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.