

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* <u>SWIFT DAVID L</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>08/08/2008</u> | |
| | 4. If Amendment, Date of Original Filed (Month/Day/Year) <u>08/08/2008</u> | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person |

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 | 08/08/2008 | | M | | 2,400 | A | \$6.5 | 8,800 | D | |
| Common Stock | 08/08/2008 | | M | | 4,000 | A | \$5.7344 | 12,800 | D | |
| Common Stock | 08/08/2008 | | S | | 6,400 | D | \$18 | 6,400 | 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-------|--|-----------------|---|----------------------------|--|--|---|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Stock Options | \$6.5 | 08/08/2008 | | M | | | 2,400 | 08/10/1998 | 08/10/2008 | Common Stock | 2,400 | \$0 | 0 | D | |
| Stock Options | \$5.7344 | 08/08/2008 | | M | | | 4,000 | 10/16/1998 | 10/16/2008 | Common Stock | 4,000 | \$0 | 0 | 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 | \$4.9844 | | | | | | | 07/30/1999 | 07/30/2009 | Common Stock | 4,000 | | 4,000 | D | |
| Stock Options | \$4.4532 | | | | | | | 08/04/2000 | 08/04/2010 | Common Stock | 4,000 | | 4,000 | 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 | |

Explanation of Responses:

/s/ David L. Swift

08/18/2008

** 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.