

**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>BATTEN MICHAEL E</u>  (Last) (First) (Middle) <u>TWIN DISC, INC.</u> <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 <input checked="" type="checkbox"/> 10% Owner  <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)  <b>Chairman and CEO</b>
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/03/2009</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 <sup>(3)</sup>	08/03/2009		A		24,300	A	\$0	372,908	D	
Common Stock <sup>(4)</sup>	08/03/2009		F		9,526	D	\$8.89	363,382	D	
Common Stock <sup>(5)</sup>	08/03/2009		A		32,596	A	\$8.89	395,978	D	
Common Stock								1,112,7088	I	401(k)
Common Stock								616,818	I	As Trustee <sup>(1)</sup>
Common Stock								10,400	I	Beneficial Ownership <sup>(2)</sup>

**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					
Stock Options	\$4.4531							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 for Trusts for members of immediate family.
- Stock owned by spouse, Gloria S. Batten
- Represents shares of common stock acquired by the Reporting Person upon the vesting of performance shares granted pursuant to Rule 16b-3(d) plan.
- Represents shares of common stock withheld by the issuer to satisfy tax obligations in connection with the vesting of performance shares granted to the Reporting Person pursuant to Rule 16b-3(d) plan.
- Award of Restricted Stock for no cash consideration pursuant to the Twin Disc, Incorporated 2004 Stock Incentive Plan as amended. Grant will vest 100% in three years.

/s/ Michael E. Batten 08/05/2009

\*\* 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.