

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 4)*

TWIN DISC INC (tdi)

 (Name of Issuer)

 Common Stock

 (Title of Class of Securities)

 901476101

 (CUSIP Number)

Check the following box if a fee is being paid with this statement []. (A fee is not required only if the filing person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class.) (See Rule 13d-7.)

*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).

(Continued on following page(s))

CUSIP NO. 901476101 13G

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

 Kennedy Capital Management, Inc. Tax ID #43-1225960

2 CHECK THE APPROPRIATE BOX IF A MEMBER
 OF A GROUP*

(a) []
(b) [X]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Missouri Corporation

5 SOLE VOTING POWER

106,832 3.8%

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6 SHARED VOTING POWER

None

7 SOLE DISPOSITIVE POWER

121,032 4.3%

8 SHARED DISPOSITIVE POWER

None

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY
EACH REPORTING PERSON

121,032 shares

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT
IN ROW 9

4.3%

12 TYPE OF REPORTING PERSON*

IA

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 10549

SCHEDULE 13G UNDER THE SECURITIES

EXCHANGE ACT OF 1934

Item 1. (a). Name of Issuer:

TWIN DISC INC

(b). Address of Issuer's Principal Executive
Offices:

1328 Racine St.
Racine, WI 53403

Item 2. (a). Name of Person Filing:

Kennedy Capital Management, Inc.

(b). Address of Principal Business Office:

10829 Olive Blvd.
St. Louis, MO 63141

(c). Citizenship:

Missouri Corporation

(d). Title of Class of Securities:

Common Stock

(e). CUSIP Number:

901476101

Item 3. This statement is filed pursuant to Rule 13D-1(B)(ii)(G). The entity filing is an Investment Adviser registered under section 203 of the Investment Advisers Act of 1940.

Item 4. Ownership.

(a). Amount Beneficially Owned

121,032 shares

(b). Percent of Class:

4.3%

(c). Number of Shares as to which such entity has:

(i) sole power to vote or to direct the
vote 106,832 shares

(ii) shared power to vote or to direct
the vote None

(iii) sole power to dispose or to direct
the disposition of 121,032 shares

(iv) shared power to dispose or to direct
the disposition of None

Item 5. If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following. [X]

Item 6. Ownership of More Than Five Percent on Behalf of Another Person:

Item 7. Identification and Classification of Subsidiaries which Acquired the Security Being Reported on by the Parent Holding Company:

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

Item 9. Notice of Dissolution of Group:

Item 10. Certification:

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

Signature: 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.

By: Gerald Kennedy

Title: President

Dated: 2/5/99