

**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
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>MELLOWES JOHN A</u>  (Last) (First) (Middle) <u>770 N WATER ST</u>  (Street) <u>MILWAUKEE WI 53202</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>10/20/2006</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			
Restricted Stock Grant <sup>(3)</sup>	10/20/2006		A		600	A	\$0	600	D	
Common Stock <sup>(1)(2)</sup>								1,200	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					
Stock Options	\$36.01	10/20/2006		A		600		10/20/2006	10/20/2016	Common Stock 600	\$0	600	D	
Stock Options	\$11.4688							10/16/1998	10/16/2008	Common Stock 2,000		2,000	D	
Stock Options	\$9.9388							07/30/1999	07/30/2009	Common Stock 2,000		2,000	D	
Stock Options	\$8.9063							08/04/2000	08/04/2010	Common Stock 2,000		2,000	D	
Stock Options	\$7.525							08/13/2001	08/13/2011	Common Stock 2,000		2,000	D	
Stock Options	\$6.505							10/18/2002	10/18/2012	Common Stock 2,000		2,000	D	
Stock Options	\$12.45							10/15/2004	10/15/2014	Common Stock 600		600	D	
Stock Options	\$20.225							10/21/2005	10/21/2015	Common Stock 600		600	D	

**Explanation of Responses:**

- Award of Restricted Stock Pursuant to 2004 Stock Incentive Plan for Non-Employee Directors. Stock Grant will be vested in one-third increments annually until fully vested after three years.
- Award of Restricted Stock Pursuant to 2004 Stock Incentive Plan for Non-Employee Directors. Stock Grant will be vested in one-third increments annually until fully vested after three years.
- Award of Restricted Stock Pursuant to 2004 Stock Incentive Plan for Non-Employee Directors. Stock Grant will be vested in one-third increments annually until fully vested after three years.

/s/ John A. Mellowes 10/24/2006

\*\* 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.