

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>BATTEN JOHN H</u> (Last) (First) (Middle) <u>TWIN DISC, INC.</u> <u>1328 RACINE ST.</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) <u>President and CEO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/05/2015</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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	02/05/2015		G ⁽¹⁾	v	45,444	A	\$0	136,363	D	
Common Stock	02/05/2015		J ⁽²⁾		428,969.6	A	\$0	428,969.6	I	As Trustee ⁽²⁾⁽⁶⁾
Common Stock	02/05/2015		J ⁽³⁾		10,400	A	\$0	10,400	I	As Trustee ⁽³⁾⁽⁶⁾
Common Stock	02/05/2015		J ⁽⁴⁾		45,440	A	\$0	45,440	I	As Trustee ⁽⁴⁾⁽⁶⁾
Common Stock	02/05/2015		J ⁽⁵⁾		44,960	A	\$0	44,960	I	As Trustee ⁽⁵⁾⁽⁶⁾
Common Stock								2,398,5426	I	401(k)

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					

Explanation of Responses:

- Reflects distribution to reporting person of shares previously held in family trust for his benefit.
- Reflects reporting person's appointment as trustee of Michael E. Batten Grantor Trust.
- Reflects reporting person's appointment as trustee of Gloria S. Batten Grantor Trust.
- Reflects reporting person's appointment as trustee of Elizabeth Batten Stribney Grantor Trust.
- Reflects reporting person's appointment as trustee of Timothy Michael Batten Grantor Trust.
- Reporting person is also trustee and guardian over 1,956,456 shares of common stock held for the benefit of non-immediate family members, for which Section 16 reporting is not required.

/s/ John H. Batten

02/09/2015

** 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.