

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>BATTEN MICHAEL E</u> (Last) (First) (Middle) 1328 RACINE STREET (Street) RACINE WI 53403 (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) Other (specify below) <u>Chairman, President and CEO</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) 01/31/2007 | |
| | | 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 | 01/31/2007 | | M | | 6,000 | A | \$14.375 | 162,226 | D | |
| Common Stock | 01/31/2007 | | S | | 6,000 | D | \$40.4601 | 156,226 | D | |
| Common Stock | | | | | | | | 5,200 | I | Beneficial Ownership ⁽¹⁾ |
| Common Stock | | | | | | | | 524,2338 | I | 401(k) |
| Common Stock | | | | | | | | 1,072,746 | I | As Trustee ⁽²⁾ |

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 |
| Stock Options | \$14.375 | 01/31/2007 | | M | | | 6,000 | 08/11/1997 | 08/11/2007 | Common Stock | 6,000 | \$0 | 0 | D | |
| Stock Options | \$11.4688 | | | | | | | 10/16/1998 | 10/16/2008 | Common Stock | 2,200 | | 2,200 | D | |
| Stock Options | \$13 | | | | | | | 08/10/1998 | 08/10/2008 | Common Stock | 6,800 | | 6,800 | D | |
| Stock Options | \$9.9688 | | | | | | | 07/30/1999 | 07/30/2009 | Common Stock | 6,000 | | 6,000 | D | |
| Stock Options | \$8.9063 | | | | | | | 08/04/2000 | 08/04/2010 | Common Stock | 6,000 | | 6,000 | D | |
| Stock Options | \$7.525 | | | | | | | 08/13/2001 | 08/13/2011 | Common Stock | 8,000 | | 8,000 | D | |
| Stock Options | \$7.525 | | | | | | | 08/13/2001 | 08/13/2006 | Common Stock | 8,000 | | 8,000 | D | |
| Stock Options | \$7.225 | | | | | | | 08/02/2002 | 08/02/2012 | Common Stock | 16,000 | | 16,000 | D | |

Explanation of Responses:

- 1. Stock owned by spouse, Gloria S. Batten
- 2. As Trustee for Trusts for members of immediate family.

/s/ Michael E. Batten

02/02/2007

** 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.