

**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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<b>1. Name and Address of Reporting Person*</b> <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)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>TWIN DISC INC [ TWIN ]</u>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) X Director X 10% Owner X Officer (give title below) Other (specify below) <u>President and CEO</u>
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> <u>07/31/2019</u>	
	<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>	<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b> X Form filed by One Reporting Person 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 <sup>(1)</sup>	07/31/2019		A		26,414	A	\$0	192,059	D	
Common Stock <sup>(2)</sup>	07/31/2019		F		12,415	D	\$12.43	179,644	D	
Common Stock								2,457.2354	I	401(k)
Common Stock								221,156	I	As Trustee <sup>(3)</sup>
Common Stock								221,155	I	As Trustee <sup>(4)</sup>
Common Stock								45,440	I	As Trustee <sup>(5)</sup>
Common Stock								44,960	I	As Trustee <sup>(6)</sup>
Common Stock								45,440	I	As Trustee <sup>(7)</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)					

**Explanation of Responses:**

- Represents shares of common shares 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.
- As trustee of Michael E. Batten Marital Trust
- As trustee of Michael E. Batten Family Trust
- As trustee of Elizabeth Batten Stribney Trust.
- As trustee of Timothy Michael Batten Trust.
- As trustee of Louise Vernet Batten Grantor Trust.

/s/ John H. Batten 08/02/2019

\*\* 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.