

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 1)

Twin Disc, Incorporated

(Name of Issuer)

Common Stock

(Title of Class of Securities)

901476101

(CUSIP Number)

December 31, 2000

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this
Schedule is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

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).

CUSIP No. 901476101 13G

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Artisan Partners Limited Partnership 39-1807188

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) []
(see Instructions) (b) []
Not Applicable

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

5 SOLE VOTING POWER
None

NUMBER OF
SHARES 6 SHARED VOTING POWER
BENEFICIALLY 192,400
OWNED BY

7 SOLE DISPOSITIVE POWER
None

8 SHARED DISPOSITIVE POWER

192,400

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
192,400

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES
(see Instructions)
Not Applicable

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
6.9%

12 TYPE OF REPORTING PERSON
(see Instructions)
IA

1 NAME OF REPORTING PERSON
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Artisan Investment Corporation

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(see Instructions) (a) []
Not Applicable (b) []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Wisconsin

	5	SOLE VOTING POWER	
		None	
NUMBER OF	6	SHARED VOTING POWER	
SHARES		192,400	
BENEFICIALLY	7	SOLE DISPOSITIVE POWER	
OWNED BY		None	
EACH	8	SHARED DISPOSITIVE POWER	
REPORTING		192,400	
PERSON			
WITH			

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
192,400

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES
(see Instructions)
Not Applicable

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
6.9%

12 TYPE OF REPORTING PERSON
(see Instructions)
CO

1 NAME OF REPORTING PERSON
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Andrew A. Ziegler

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(see Instructions) (a) []
Not Applicable (b) []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
U.S.A.

	5	SOLE VOTING POWER	
		None	
NUMBER OF	6	SHARED VOTING POWER	
SHARES		192,400	
BENEFICIALLY	7	SOLE DISPOSITIVE POWER	
OWNED BY		None	
EACH	8	SHARED DISPOSITIVE POWER	
REPORTING		192,400	
PERSON			
WITH			

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
192,400

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES
(see Instructions)
Not Applicable

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
6.9%

12 TYPE OF REPORTING PERSON
(see instructions)
IN

1 NAME OF REPORTING PERSON
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Carlene Murphy Ziegler

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(see Instructions) (a) []
(b) []
Not Applicable

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
U.S.A.

	5	SOLE VOTING POWER	None
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	SHARED VOTING POWER	192,400
	7	SOLE DISPOSITIVE POWER	None
	8	SHARED DISPOSITIVE POWER	192,400

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
192,400

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES
(see Instructions)
Not Applicable

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
6.9%

12 TYPE OF REPORTING PERSON
(see Instructions)
IN

Item 1(a) Name of Issuer:
Twin Disc, Incorporated

Item 1(b) Address of Issuer's Principal Executive Offices:
1328 Racine Street
Racine, Wisconsin 53403

Item 2(a) Name of Person Filing:
Artisan Partners Limited Partnership ("Artisan Partners")
Artisan Investment Corporation, the general partner of
Artisan Partners ("Artisan Corp.")
Andrew A. Ziegler
Carlene Murphy Ziegler

Item 2(b) Address of Principal Business Office:
Artisan Partners, Artisan Corp., Mr. Ziegler and Ms. Ziegler
are all located at:
1000 North Water Street, #1770
Milwaukee, WI 53202

Item 2(c) Citizenship:
Artisan Partners is a Delaware limited partnership
Artisan Corp. is a Wisconsin corporation
Mr. Ziegler and Ms. Ziegler are U.S. citizens

Item 2(d) Title of Class of Securities:
Common Stock

Item 2(e) CUSIP Number:
901476101

Item 3 Type of Person:
(e) Artisan Partners is an investment adviser registered
under section 203 of the Investment Advisers Act of 1940;
Artisan Corp. is the General Partner of Artisan Partners;
Mr. Ziegler and Ms. Ziegler are the principal stockholders
of Artisan Corp.

Item 4 Ownership (at December 31, 2000):

(a) Amount owned "beneficially" within the meaning of rule 13d-3:

192,400 shares

(b) Percent of class:

6.9% (based on 2,807,832 shares outstanding as of September 30, 2000)

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote: none

(ii) shared power to vote or to direct the vote: 192,400

(iii) sole power to dispose or to direct the disposition of: none

(iv) shared power to dispose or to direct disposition of: 192,400

Item 5 Ownership of Five Percent or Less of a Class:

Not Applicable

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

The shares reported herein have been acquired on behalf of discretionary clients of Artisan partners. Persons other than Artisan Partners are entitled to receive all dividends from, and proceeds from the sale of, those shares. None of those persons, to the knowledge of Artisan Partners, Mr. Ziegler or Ms. Ziegler, has an economic interest in more than 5% of the class.

Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person:

Not Applicable

Item 8 Identification and Classification of Members of the Group:

Not Applicable

Item 9 Notice of Dissolution of Group:

Not Applicable

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 and are not held for the purpose of or with the the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that 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.

Date: February 9, 2001

ARTISAN INVESTMENT CORPORATION
for itself and as general partner of
ARTISAN PARTNERS LIMITED PARTNERSHIP

By: /s/ Andrew A. Ziegler

Andrew A. Ziegler
President

ANDREW A. ZIEGLER

/s/ Andrew A. Ziegler

CARLENE MURPHY ZIEGLER

/s/ Carlene Murphy Ziegler

Exhibit Index

Exhibit 1

Joint Filing Agreement dated as of February 9, 2001 by
and among Artisan Partners Limited Partnership,
Artisan Investment Corporation, Andrew A. Ziegler,
and Carlene Murphy Ziegler

JOINT FILING AGREEMENT

The undersigned hereby agree to the joint filing of the Schedule 13G to which this Agreement is attached.

Dated: February 9, 2001

ARTISAN INVESTMENT CORPORATION
for itself and as general partner of
ARTISAN PARTNERS LIMITED PARTNERSHIP

By: /s/ Andrew A. Ziegler

Andrew A. Ziegler
President

ANDREW A. ZIEGLER
/s/ Andrew A. Ziegler

CARLENE MURPHY ZIEGLER
/s/ Carlene Murphy Ziegler
