

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 MICHAEL E</u> (Last) (First) (Middle) <u>1328 RACINE STREET</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>Chairman, President and CEO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/12/2006</u>	
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							156,226	D		
Common Stock							5,200	I	Beneficial Ownership ⁽²⁾	
Common Stock							524,2338	I	401(k)	
Common Stock							1,072,746	I	As Trustee ⁽³⁾	

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	\$10.9375	08/12/2006		J ⁽¹⁾			4,000	08/12/1996	08/12/2006	Common Stock	4,000	\$0	0	D	
Stock Options	\$11.4688							10/16/1998	10/16/2008	Common Stock	2,200		2,200	D	
Stock Options	\$15.8125							08/11/1997	08/11/2007	Common Stock	9,000		9,000	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	\$8.28							08/13/2001	08/13/2006	Common Stock	8,000		8,000	D	
Stock Options	\$7.9475							08/02/2002	08/02/2012	Common Stock	16,000		16,000	D	

Explanation of Responses:

- This Form 4 amends a previously filed Form 4 that reported the exercise of 2,708 options and the simultaneous sale of 2,708 shares of the underlying common stock. Pursuant to an agreement between the Company and the reporting person, the exercise of the options and the sale of the underlying common stock have been rescinded, and the options are being treated as having expired according to their terms.
- Stock owned by spouse, Gloria S. Batten
- As Trustee for Trusts for members of immediate family.

/s/ Michael E. Batten

10/31/2006

** 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.