

BATTEN MICHAEL E
 Form 4/A
 August 30, 2006

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
BATTEN MICHAEL E

2. Issuer Name and Ticker or Trading Symbol
TWIN DISC INC [TWIN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
TWIN DISC, INCORPORATED, 1328 RACINE STREET

3. Date of Earliest Transaction (Month/Day/Year)
08/08/2005

Director 10% Owner
 Officer (give title below) Other (specify below)
CHAIRMAN/CEO

(Street)
RACINE, WI 53403

4. If Amendment, Date Original Filed(Month/Day/Year)
08/30/2006

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | 08/08/2005 | | S | (A) or (D) 2,058 (1) | \$ 29 535,373 (1) | I | As Trustee (2) |
| Common Stock | | | | | 78,113 (1) | D | |
| Common Stock | | | | | 2,600 (1) | I | Beneficial Ownership (3) |
| Common Stock | | | | | 258.1013 (1) | I | 401(k) |

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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 Underlying Securities (Instr. 3 and 4) | 8. Price of Underlying Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |
| Stock Options | \$ 21.875 <u>(1)</u> | | | | | 08/12/1996 | 08/12/2006 | Common Stock | 4,000 <u>(1)</u> |
| Stock Options | \$ 28.75 <u>(1)</u> | | | | | 08/11/1997 | 08/11/2007 | Common Stock | 4,500 <u>(1)</u> |
| Stock Options | \$ 26 <u>(1)</u> | | | | | 08/10/1998 | 08/10/2008 | Common Stock | 3,400 <u>(1)</u> |
| Stock Options | \$ 22.938 <u>(1)</u> | | | | | 10/16/1998 | 10/16/2008 | Common Stock | 1,100 <u>(1)</u> |
| Stock Options | \$ 19.938 <u>(1)</u> | | | | | 07/30/1999 | 07/30/2009 | Common Stock | 3,000 <u>(1)</u> |
| Stock Options | \$ 17.8125 <u>(1)</u> | | | | | 08/04/2000 | 08/04/2010 | Common Stock | 3,000 <u>(1)</u> |
| Stock Options | \$ 16.56 <u>(1)</u> | | | | | 08/13/2001 | 08/13/2006 | Common Stock | 4,000 <u>(1)</u> |
| Stock Options | \$ 15.05 <u>(1)</u> | | | | | 08/13/2001 | 08/13/2011 | Common Stock | 4,000 <u>(1)</u> |
| Stock Options | \$ 14.45 <u>(1)</u> | | | | | 08/02/2002 | 08/02/2012 | Common Stock | 8,000 <u>(1)</u> |

Reporting Owners

Reporting Owner Name / Address

Relationships

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Director 10% Owner Officer Other

BATTEN MICHAEL E
TWIN DISC, INCORPORATED X X CHAIRMAN/CEO
1328 RACINE STREET
RACINE, WI 53403

Signatures

/s/ Michael E.

Batten

08/30/2006

__Signature of
Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) Transaction too place before Twin Disc two-for-one stock split, effective March 31, 2006. Total shares and prices reflect pre-split amounts.
- (2) As Trustee for Trusts for members of the immediate family.
- (3) Stock owned by spouse, Gloria S. Batten.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.