

TWIN DISC INC  
Form 4  
August 23, 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**

(Last) (First) (Middle)

**SENSIENT TECHNOLOGIES, 777  
E WISCONSIN AVE**

(Street)

**MILWAUKEE, WI 53202**

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
**08/18/2006**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	08/18/2006		M	V Amount (A) or (D) Price 2,708 A \$ 10.9375	158,934	D	
Common Stock	08/18/2006		D	2,708 D \$ 35	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)

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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. Amount or Number of Shares
Stock Options	\$ 10.9375	08/18/2006		M	2,708	08/12/1996 08/12/2006	Common Stock	2,708
Stock Options	\$ 11.4688					10/16/1998 10/16/2008	Common Stock	2,200
Stock Options	\$ 15.8125					08/11/1997 08/11/2007	Common Stock	9,000
Stock Options	\$ 13					08/10/1998 08/10/2008	Common Stock	6,800
Stock Options	\$ 9.9688					07/30/1999 07/30/2009	Common Stock	6,000
Stock Options	\$ 8.9063					08/04/2000 08/04/2010	Common Stock	6,000
Stock Options	\$ 7.525					08/13/2001 08/13/2011	Common Stock	8,000
Stock Options	\$ 8.28					08/13/2001 08/13/2006	Common Stock	8,000
Stock Options	\$ 7.9475					08/02/2002 08/02/2012	Common Stock	16,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
				Chairman/CEO

BATTEN MICHAEL E  
SENSIENT TECHNOLOGIES  
777 E WISCONSIN AVE  
MILWAUKEE, WI 53202

## Signatures

/s/ Michael E.

Batten

08/23/2006

\_\_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) Stock owned by spouse, Gloria S. Batten

(2) As Trustee for Trusts for members of immediate family.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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