TWIN DISC INC Form 4 August 05, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

D

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37,571

2,199.666

January 31, 2005

0.5

Estimated average burden hours per

response...

OMB APPROVAL

if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction

Check this box

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

2. Issuer Name and Ticker or Trading

(Print or Type Responses)

1. Name and Address of Reporting Person *

1(b).

Common

Stock (3)

Common

Stock

08/03/2009

BATTEN JO	OHN H		Symbol TWIN I	nbol VIN DISC INC [TWIN]					(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of (Month/D			ansaction			_X_ Director	••	Owner	
TWIN DISC ST.	C, INC., 1328 R	RACINE	08/03/20						X Officer (giv below)		er (specify	
	(Street) 4.			ndment, I	Dat	te Original			6. Individual or Joint/Group Filing(Check			
DACINE W	H 52 402		Filed(Mon	th/Day/Ye	ear))			Applicable Line) _X_ Form filed by Form filed by	One Reporting Pe		
RACINE, V	VI 53403								Person		porung	
(City)	(State)	(Zip)	Tabl	e I - Non	-D	erivative S	ecuri	ties Acq	uired, Disposed o	of, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction D (Month/Day/Yea	ar) Execution	emed on Date, if 'Day/Year)	Code (Instr. 8		4. Securit on(A) or Dis (Instr. 3, 4)	sposed	of (D)	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 (1)	08/03/2009			A		11,252	A	\$0	25,336	D		
Common Stock (2)	08/03/2009			F		5,424	D	\$ 8.89	19,912	D		

17,659 A

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

A

401(k)

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title a	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amount	of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underlyi	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								Δ.			
									mount		
						Date	Expiration	Or T:41- N			
						Exercisable	Date		umber		
				C 1 W	(A) (D)			of			
				Code V	(A) (D)			Si	hares		

Reporting Owners

Director 10% Owner Officer Other

BATTEN JOHN H TWIN DISC, INC.

TWIN DISC, INC.

X President and COO

1328 RACINE ST.

RACINE, WI 53403

Signatures

/s/ John H. 08/05/2009 Batten

**Signature of Date
Reporting Person

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) Represents shares of common stock aquired by the Reporting Person upon the vesting of performance shares granted pursuant to Rule 16b-3(d) plan.
- (2) 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.
- (3) Award of Restricted Stock for no cash consideration pursuant to the Twin Disc, Incorporated 2004 Stock Incentive Plan as amended. Grant will vest 100% in three years.

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

Reporting Owners 2

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