

BATTEN MICHAEL E

Form 4

February 02, 2007

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

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(Print or Type Responses)

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

(Last) (First) (Middle)

1328 RACINE STREET

(Street)

RACINE, WI 53403

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
01/31/2007

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, President and 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	01/31/2007		M	6,000	A \$ 14.375	162,226	D
Common Stock	01/31/2007		S	6,000	D \$ 40.4601	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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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 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
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Stock Options	\$ 14.375	01/31/2007		M	6,000	08/11/1997	08/11/2007	Common Stock 6,000
Stock Options	\$ 11.4688					10/16/1998	10/16/2008	Common Stock 2,200
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	\$ 7.525					08/13/2001	08/13/2006	Common Stock 8,000
Stock Options	\$ 7.225					08/02/2002	08/02/2012	Common Stock 16,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BATTEN MICHAEL E 1328 RACINE STREET RACINE, WI 53403	X	X	Chairman, President and CEO	

Signatures

/s/ Michael E.

Batten

02/02/2007

__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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