

TWIN DISC INC
Form 4
February 09, 2015

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

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

(Last) (First) (Middle)

TWIN DISC, INC., 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)
02/05/2015

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)

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	02/05/2015		G ⁽¹⁾	V	428,969.6 D \$ 0 2,942	D	
Common Stock	02/05/2015		G ⁽¹⁾	V	428,969.6 A \$ 0 428,969.6	I	Grantor of trust ⁽¹⁾
Common Stock	02/05/2015		J ⁽²⁾		556,430 D \$ 0 45,440	I	As Trustee ⁽³⁾
Common Stock					10,400	I	Beneficial Ownership ⁽⁴⁾
Common Stock					1,064.5336	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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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Table with columns: 1. Title of Derivative Security, 2. Conversion or Exercise Price of Derivative Security, 3. Transaction Date, 3A. Deemed Execution Date, 4. Transaction Code, 5. Number of Derivative Securities Acquired (A) or Disposed of (D), 6. Date Exercisable and Expiration Date, 7. Title and Amount of Underlying Securities, 8. Price of Derivative Security, 9. Number of Derivative Securities.

Reporting Owners

Table with columns: Reporting Owner Name / Address, Relationships (Director, 10% Owner, Officer, Other). Entry for BATTEN MICHAEL E, TWIN DISC, INC., 1328 RACINE STREET, RACINE, WI 53403 with X in 10% Owner column.

Signatures

/s/ Michael E. Batten 02/09/2015
**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) Reflects change in the form of beneficial ownership resulting from the transfer of directly-owned shares to grantor trust for which reporting person's son John H. Batten serves as trustee with investment control.
(2) Reflects reporting person's resignation as trustee from various family trusts with immediate family members as beneficiaries.
(3) Reflects shares held in family trust for the benefit of Louise Vernet Batten, an immediate family member.
(4) Shares owned by grantor trust of 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.

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