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TWIN DISC INC Form 8-K October 21, 2004

SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM 8-K

Current Report Pursuant to Section 13 or 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported) October 15, 2004

Twin Disc, Incorporated _____ (exact name of registrant as specified in its charter)

WISCONSIN 39-0667110

(State or other jurisdiction of (IRS Employer Identification No.) incorporation or organization)

1328 Racine Street Racine, Wisconsin 53403

(Address of principal executive offices)

Registrant's telephone number, including area code: (262)638-4000

Check the appropriate below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions.

- [] Written communications pursuant to Rule 425 under the Securities Act
- [] Soliciting material pursuant to Rule 14a-12 under the Exchange Act
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act

Item 5.03 Amendment to Bylaws

Effective October 15, 2004, Twin Disc, Incorporated (the "Company") amended the Company Bylaws to reduce the number of Directors from ten to nine. This change was made to accomodate the previously-announced retirement of Paul J. Powers from the Company's Board of Directors.

Item 9.01 Financial Statements and Exhibits

(c) Exhibits

Exhibit 3.1 Bylaws of Twin Disc, Incorporated

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SIGNATURE

Pursuant to the requirements of section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

October 21, 2004

Twin Disc, Inc.
/s/ Fred H. Timm

Fred H. Timm

Chief Accounting Officer

EXHIBIT INDEX

Exhibit Number Description

Exhibit 3.1 Bylaws of Twin Disc, Incorporated