

BATTEN MICHAEL E
Form 4/A
August 30, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

TWIN DISC,
INCORPORATED, 1328 RACINE
STREET

3. Date of Earliest Transaction
(Month/Day/Year)
08/08/2005

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

CHAIRMAN/CEO

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
08/30/2006

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

RACINE, WI 53403

(City) (State) (Zip)

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 Ownership (Instr. 4)
			Code	V Amount or (D) Price			
Common Stock	08/08/2005		S	2,058 (1)	\$ 29 (1)	535,373 (1)	I As Trustee (2)
Common Stock						78,113 (1)	D
Common Stock						2,600 (1)	I Beneficial Ownership (3)
Common Stock						258.1013 (1)	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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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. Price or Value of Underlying Securities (Instr. 3 and 4)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
Stock Options	\$ 21.875 <u>(1)</u>					08/12/1996	08/12/2006	Common Stock	4,000 <u>(1)</u>
Stock Options	\$ 28.75 <u>(1)</u>					08/11/1997	08/11/2007	Common Stock	4,500 <u>(1)</u>
Stock Options	\$ 26 <u>(1)</u>					08/10/1998	08/10/2008	Common Stock	3,400 <u>(1)</u>
Stock Options	\$ 22.938 <u>(1)</u>					10/16/1998	10/16/2008	Common Stock	1,100 <u>(1)</u>
Stock Options	\$ 19.938 <u>(1)</u>					07/30/1999	07/30/2009	Common Stock	3,000 <u>(1)</u>
Stock Options	\$ 17.8125 <u>(1)</u>					08/04/2000	08/04/2010	Common Stock	3,000 <u>(1)</u>
Stock Options	\$ 16.56 <u>(1)</u>					08/13/2001	08/13/2006	Common Stock	4,000 <u>(1)</u>
Stock Options	\$ 15.05 <u>(1)</u>					08/13/2001	08/13/2011	Common Stock	4,000 <u>(1)</u>
Stock Options	\$ 14.45 <u>(1)</u>					08/02/2002	08/02/2012	Common Stock	8,000 <u>(1)</u>

Reporting Owners

Reporting Owner Name / Address

Relationships

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Director 10% Owner Officer Other

BATTEN MICHAEL E
TWIN DISC, INCORPORATED X X CHAIRMAN/CEO
1328 RACINE STREET
RACINE, WI 53403

Signatures

/s/ Michael E.

Batten

08/30/2006

__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) Transaction too place before Twin Disc two-for-one stock split, effective March 31, 2006. Total shares and prices reflect pre-split amounts.
- (2) As Trustee for Trusts for members of the immediate family.
- (3) Stock owned by 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.