

TWIN DISC INC
Form 4/A
October 31, 2006

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)

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)
08/12/2006

4. If Amendment, Date Original Filed(Month/Day/Year)
08/23/2006

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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock					156,226	D	
Common Stock					5,200	I	Beneficial Ownership <u>(2)</u>
Common Stock					524.2338	I	401(k)
Common Stock					1,072,746	I	As Trustee <u>(3)</u>

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

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(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
Stock Options	\$ 10.9375	08/12/2006		J ⁽¹⁾	4,000	08/12/1996 08/12/2006	Common Stock	4,000
Stock Options	\$ 11.4688					10/16/1998 10/16/2008	Common Stock	2,200
Stock Options	\$ 15.8125					08/11/1997 08/11/2007	Common Stock	9,000
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	\$ 8.28					08/13/2001 08/13/2006	Common Stock	8,000
Stock Options	\$ 7.9475					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	X	X	Chairman, President and CEO	

RACINE, WI 53403

Signatures

/s/ Michael E.

Batten

10/31/2006

__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).
- This Form 4 amends a previously filed Form 4 that reported the exercise of 2,708 options and the simultaneous sale of 2,708 shares of the
- (1) underlying common stock. Pursuant to an agreement between the Company and the reporting person, the exercise of the options and the sale of the underlying common stock have been rescinded, and the options are being treated as having expired according to their terms.
 - (2) Stock owned by spouse, Gloria S. Batten
 - (3) 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.

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.