

BATTEN MICHAEL E  
Form 5  
August 12, 2009

**FORM 5**

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

OMB APPROVAL

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Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
06/30/2009

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 and CEO

6. Individual or Joint/Group Reporting

(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)	(A) or (D)	Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/03/2008	^	G	3,800	D	\$ 0	613,018	I	As Trustee (1)
Common Stock	02/23/2009	^	G	4,100	D	\$ 0	608,918	I	As Trustee (1)
Common Stock	^	^	^	^	^	^	348,608	D	^
Common Stock	^	^	^	^	^	^	1,112,7088	I	401(k)

Common Stock	Â	Â	Â	Â	Â	Â	10,400	I	Beneficial Ownership (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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**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	\$ 4.9844	Â	Â	Â	Â Â	07/30/1999	07/30/2009	Common Stock	12,000
Stock Options	\$ 4.4531	Â	Â	Â	Â Â	08/04/2000	08/04/2010	Common Stock	12,000
Stock Options	\$ 3.7625	Â	Â	Â	Â Â	08/13/2001	08/13/2011	Common Stock	16,000
Stock Options	\$ 3.6125	Â	Â	Â	Â Â	08/02/2002	08/02/2012	Common Stock	32,000

## Reporting Owners

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

## Signatures

/s/ Michael E. Batten 08/12/2009

\*\*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) As Trustee for Trusts for members of immediate family.
  - (2) Stock owned by spouse, Gloria S. Batten

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