

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person*</b> <u>RAYBURN DAVID B</u>  (Last) (First) (Middle) <u>1328 RACINE ST.</u>  (Street) <u>RACINE WI 53403</u>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>TWIN DISC INC [ TWIN ]</u>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> <u>06/23/2010</u>	
<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b> <u>06/24/2010</u>		

**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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	06/23/2010		M		2,400	A	\$4.255	9,600	D	
Common Stock	06/23/2010		M		4,000	A	\$4.4531	13,600	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Options	\$4.255	06/23/2010		M			2,400	07/28/2000	07/28/2010	Common Stock	2,400	\$0	0	D	
Stock Options	\$4.4531	06/23/2010		M			4,000	08/04/2000	08/04/2010	Common Stock	4,000	\$0	0	D	
Stock Options	\$3.7625							08/13/2001	08/13/2011	Common Stock	4,000		4,000	D	
Stock Options	\$3.2525							10/18/2002	10/18/2012	Common Stock	4,000		4,000	D	
Stock Options	\$6.225							10/15/2004	10/15/2014	Common Stock	1,200		1,200	D	
Stock Options	\$10.11							10/21/2005	10/21/2015	Common Stock	1,200		1,200	D	
Stock Options	\$18.005							10/20/2006	10/20/2016	Common Stock	1,200		1,200	D	
Stock Options	\$14.61							10/16/2009	10/16/2019	Common Stock	1,200		1,200	D	
Stock Options	\$27.545							10/19/2007	10/19/2017	Common Stock	1,200		1,200	D	
Stock Options	\$10.01							10/17/2008	10/17/2018	Common Stock	1,200		1,200	D	

Explanation of Responses:

/s/ David B. Rayburn 06/25/2010

\*\* Signature of Reporting Person Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.