

## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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

1. Name and Address of Reporting Person* <u>Wilcox Denise</u>	2. Date of Event Requiring Statement (Month/Day/Year) <u>11/01/2004</u>	3. Issuer Name and Ticker or Trading Symbol <u>TWIN DISC INC [ TWIN ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>VP-HUMAN RESOURCES</u>	5. If Amendment, Date of Original Filed (Month/Day/Year)
(Last) (First) (Middle) <u>1328 RACINE STREET</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
(Street) <u>RACINE WI 53403</u>			
(City) (State) (Zip)			

## Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<u>COMMON STOCK</u>	<u>395.663</u>	<u>I</u>	<u>401(k)</u>
<u>COMMON STOCK<sup>(1)</sup></u>	<u>1,500</u>	<u>D</u>	

Table II - Derivative Securities Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
<u>COMMON STOCK</u>	<u>08/02/2002</u>	<u>08/02/2012</u>	<u>STOCK OPTIONS</u>	<u>400</u>	<u>14.45</u>	<u>D</u>
<u>COMMON STOCK</u>	<u>08/13/2001</u>	<u>08/13/2011</u>	<u>STOCK OPTIONS</u>	<u>200</u>	<u>15.05</u>	<u>D</u>

## Explanation of Responses:

1. Award of Restricted Stock pursuant to Twin Disc, Incorporated 1998 Stock Incentive Plan. Stock Grant will be 50% vested after two years and 100% vested after four years.

/s/ Denise Wilcox11/09/2001

\*\* 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 5 (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.