

**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

| OMB APPROVAL                                 |           |
|--|-----------|
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|   |  |  |
|---|--|--|
| 1. Name and Address of Reporting Person*<br><u>RAYBURN DAVID B</u><br><br>(Last) (First) (Middle)<br><u>1328 RACINE ST.</u><br><br>(Street)<br><u>RACINE WI 53403</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>TWIN DISC INC [ TWIN ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br>Officer (give title below) Other (specify below) |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>10/15/2010</u>        |  |
| 4. If Amendment, Date of Original Filed (Month/Day/Year)  |  |  |

**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                    | 10/15/2010                           |  | A                              |   | 2,748 <sup>(1)</sup>  | A          | \$16.37 | 16,348  | 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 |   |  |  |   |  |
| Stock Options                              | \$10.01  |                                      |  |                                |   |  |     | 10/17/2008   | 10/17/2018      | 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                              | \$14.61  |                                      |  |                                |   |  |     | 10/16/2009   | 10/16/2019      | 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                              | \$10.11  |                                      |  |                                |   |  |     | 10/21/2005   | 10/21/2015      | Common Stock  | 1,200                                      | 1,200  | D   |  |
| Stock Options                              | \$6.225  |                                      |  |                                |   |  |     | 10/15/2004   | 10/15/2014      | Common Stock  | 1,200                                      | 1,200  | D   |  |
| Stock Options                              | \$3.2525   |                                      |  |                                |   |  |     | 10/18/2002   | 10/18/2012      | Common Stock  | 4,000                                      | 4,000  | D   |  |
| Stock Options                              | \$3.7625   |                                      |  |                                |   |  |     | 08/13/2001   | 08/13/2011      | Common Stock  | 4,000                                      | 4,000  | D   |  |

**Explanation of Responses:**

1. Award of Restricted Stock Pursuant to 2010 Stock Incentive Plan for Non-Employee Directors. Stock Grant will be fully vested on the date of the next annual meeting.

/s/ David B. Rayburn 10/19/2010  
 \*\* 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.