

TWIN DISC INC
Form 4/A
August 19, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
SWIFT DAVID L

(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)
08/08/2008

4. If Amendment, Date Original Filed (Month/Day/Year)
08/08/2008

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

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)
			Code	V	Amount (A) or Price (D)		
Common Stock	08/08/2008		M		2,400 A \$ 6.5	8,800	D
Common Stock	08/08/2008		M		4,000 A \$ 5.7344	12,800	D
Common Stock	08/08/2008		S		6,400 D \$ 18	6,400	D

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

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 control number.

SEC 1474 (9-02)

Edgar Filing: TWIN DISC INC - Form 4/A

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	\$ 6.5	08/08/2008		M	2,400	08/10/1998 08/10/2008	Common Stock	2,400
Stock Options	\$ 5.7344	08/08/2008		M	4,000	10/16/1998 10/16/2008	Common Stock	4,000
Stock Options	\$ 18.005					10/20/2006 10/20/2016	Common Stock	1,200
Stock Options	\$ 27.545					10/19/2007 10/19/2017	Common Stock	1,200
Stock Options	\$ 4.9844					07/30/1999 07/30/2009	Common Stock	4,000
Stock Options	\$ 4.4532					08/04/2000 08/04/2010	Common Stock	4,000
Stock Options	\$ 3.7625					08/13/2001 08/13/2011	Common Stock	4,000
Stock Options	\$ 3.2525					10/18/2002 10/18/2012	Common Stock	4,000
Stock Options	\$ 6.225					10/15/2004 10/15/2014	Common Stock	1,200
Stock Options	\$ 10.1125					10/21/2005 10/21/2015	Common Stock	1,200

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SWIFT DAVID L 1328 RACINE STREET RACINE, WI 53403	X			

Signatures

/s/ David L.
Swift

08/18/2008

__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).

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.