

TWIN DISC INC  
Form 4  
February 09, 2015

**FORM 4**

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

OMB APPROVAL

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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 \*  
**BATTEN JOHN H**

(Last) (First) (Middle)

**TWIN DISC, INC., 1328 RACINE ST.**

(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)  
**02/05/2015**

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)

**President and CEO**

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/05/2015		G <sup>(1)</sup>	V	45,444	A	\$ 0
					136,363	D	
Common Stock	02/05/2015		J <sup>(2)</sup>		428,969.6	A	\$ 0
					428,969.6	I	
Common Stock	02/05/2015		J <sup>(3)</sup>		10,400	A	\$ 0
					10,400	I	
Common Stock	02/05/2015		J <sup>(4)</sup>		45,440	A	\$ 0
					45,440	I	

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Common Stock	02/05/2015	J <sup>(5)</sup>	44,960	A	\$ 0	44,960	I	As Trustee <sup>(5)</sup> <u>(6)</u>
Common Stock						2,398,5426	I	401(k)

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.**

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(9-02)

**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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BATTEN JOHN H TWIN DISC, INC. 1328 RACINE ST. RACINE, WI 53403	X	X	President and CEO	

## Signatures

/s/ John H. Batten 02/09/2015

\*\*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) Reflects distribution to reporting person of shares previously held in family trust for his benefit.
- (2) Reflects reporting person's appointment as trustee of Michael E. Batten Grantor Trust.
- (3) Reflects reporting person's appointment as trustee of Gloria S. Batten Grantor Trust.
- (4) Reflects reporting person's appointment as trustee of Elizabeth Batten Stribney Grantor Trust.
- (5) Reflects reporting person's appointment as trustee of Timothy Michael Batten Grantor Trust.
- (6) Reporting person is also trustee and guardian over 1,956,456 shares of common stock held for the benefit of non-immediate family members, for which Section 16 reporting is not required.

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

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