

RAYBURN DAVID B
Form 4
October 19, 2010

FORM 4

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

OMB APPROVAL

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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 *
RAYBURN DAVID B

(Last) (First) (Middle)
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)
10/15/2010

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)

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 (D) Price | | |
| Common Stock | 10/15/2010 | | A | | 2,748 (1) \$ 16.37 | D | |

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

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SEC 1474
(9-02)

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

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| 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 Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|
| Stock Options | \$ 10.01 | | | | | 10/17/2008 10/17/2018 | Common Stock 1,200 | |
| Stock Options | \$ 27.545 | | | | | 10/19/2007 10/19/2017 | Common Stock 1,200 | |
| Stock Options | \$ 14.61 | | | | | 10/16/2009 10/16/2019 | Common Stock 1,200 | |
| Stock Options | \$ 18.005 | | | | | 10/20/2006 10/20/2016 | Common Stock 1,200 | |
| Stock Options | \$ 10.11 | | | | | 10/21/2005 10/21/2015 | Common Stock 1,200 | |
| Stock Options | \$ 6.225 | | | | | 10/15/2004 10/15/2014 | Common Stock 1,200 | |
| Stock Options | \$ 3.2525 | | | | | 10/18/2002 10/18/2012 | Common Stock 4,000 | |
| Stock Options | \$ 3.7625 | | | | | 08/13/2001 08/13/2011 | Common Stock 4,000 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| RAYBURN DAVID B 1328 RACINE ST. RACINE, WI 53403 | X | | | |

Signatures

/s/ David B.
Rayburn

10/19/2010

**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) 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.

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.