FEIERTAG JAMES E

Form 4

August 05, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

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 may continue. 30(h) of the Investment Company Act of 1940

See Instruction 1(b).

Common

Stock (3)

Common

Stock

08/03/2009

(Print or Type Responses)

1. Name and A	2. Issuer Name and Ticker or Trading Symbol TWIN DISC INC ITWIN						5. Relationship of Reporting Person(s) to Issuer					
(Last)	Middle)	TWIN DISC INC [TWIN]						(Check all applicable)				
(Last) (First) (Middle) TWIN DISC, INC., 1328 RACINE ST.			3. Date of Earliest Transaction (Month/Day/Year) 08/03/2009						Director 10% Owner Other (specify below) Executive Vice President			
			4. If Amendment, Date Original Filed(Month/Day/Year)						6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
RACINE, WI 53403									Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Tabl	e I - No	n-D	erivative S	Securi	ties Acq	quired, Disposed o	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution		3. 4. Securities Acquire Transaction(A) or Disposed of (Code (Instr. 3, 4 and 5) (Instr. 8) (A) or			of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
Common				Code	V	Amount	(D)	Price	(Instr. 3 and 4)			
Stock (1)	08/03/2009			A		11,252	A	\$0	35,265.1844	D		
Common Stock (2)	08/03/2009			F		8,434	D	\$ 8.89	26,831.1844	D		

12,180 A

39,011.1844

562.1973

D

Ι

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

A

401(k)

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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)

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. Transact Code (Instr. 8)	5. onNumber of Derivativ Securities Acquired		ate	Amou Under Secur	le and ant of rlying rities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo
	·				(A) or Disposed of (D) (Instr. 3, 4, and 5)						Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

FEIERTAG JAMES E TWIN DISC, INC. 1328 RACINE ST. RACINE, WI 53403

Executive Vice President

Signatures

/s/ James E.

Feiertag 08/05/2009

**Signature of Date

Reporting Person

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) Represents shares of common stock acquired by the Reporting Person upon the vesting of performance shares granted pursuant to Rule 16b-3(d) plan.
- (2) Represents shares of common stock withheld by the issuer to satisfy tax obligations in connection with the vesting of performance shares granted to the Reporting Person pursuant to Rule 16b-3(d) plan.
- (3) Award of Restricted Stock for no cash consideration pursuant to the Twin Disc, Incorporated 2004 Stock Incentive Plan as amended. Grant will vest 100% in three years.

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

Reporting Owners 2

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