

RAYBURN DAVID B  
Form 4  
June 24, 2010

**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 \*  
RAYBURN DAVID B

2. Issuer Name and Ticker or Trading Symbol  
TWIN DISC INC [TWIN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
1328 RACINE ST.  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
06/23/2010

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

RACINE, WI 53403  
  
(City) (State) (Zip)

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock                    | 06/23/2010                           |  | M                              | 2,400 A   | \$ 4.255 9,600  | D  |   |
| Common Stock                    | 06/23/2010                           |  | M                              | 4,000 A   | \$ 4.4531 13,600  | 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 (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                              | \$ 4.255   | 06/23/2010                           |  | M                              | 2,400  | 07/28/2000 07/28/2010                                    | Common Stock  | 2,400                         |
| Stock Options                              | \$ 4.4531  | 06/23/2010                           |  | M                              | 4,000  | 08/04/2000 08/04/2010                                    | Common Stock  | 4,000                         |
| Stock Options                              | \$ 3.7625  |                                      |  |                                |  | 08/13/2001 08/13/2010                                    | 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                              | \$ 10.11   |                                      |  |                                |  | 10/21/2005 10/21/2015                                    | Common Stock  | 1,200                         |
| Stock Options                              | \$ 18.005  |                                      |  |                                |  | 10/20/2006 10/20/2016                                    | Common Stock  | 1,200                         |
| Stock Options                              | \$ 14.61   |                                      |  |                                |  | 10/16/2009 10/16/2019                                    | Common Stock  | 1,200                         |
| Stock Options                              | \$ 27.545  |                                      |  |                                |  | 10/19/2007 10/19/2017                                    | Common Stock  | 1,200                         |
| Stock Options                              | \$ 10.01   |                                      |  |                                |  | 10/17/2008 10/17/2018                                    | Common Stock  | 1,200                         |

## Reporting Owners

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

## Signatures

/s/ David B.  
Rayburn

06/24/2010

\_\_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).

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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