

TWIN DISC INC
Form 4
July 27, 2016

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)
07/25/2016

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock ⁽¹⁾ | 07/25/2016 | | F | 5,847 D | \$ 10.945 | 144,631 | D |
| Common Stock | | | | | 2,457.2805 | I | 401(k) |
| Common Stock | | | | | 45,440 | I | As Trustee ⁽²⁾ |
| Common Stock | | | | | 44,960 | I | As Trustee ⁽³⁾ |
| Common Stock | | | | | 428,969.6 | I | As Trustee ⁽⁴⁾ |

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| | | | |
|--------------|--------|---|-------------------------------------|
| Common Stock | 45,440 | I | As Trustee <u>(5)</u> |
| Common Stock | 10,400 | I | As Trustee <u>(6)</u> <u>(7)</u> |

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)

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

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 07/27/2016

**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) Shares surrendered to Company to satisfy tax withholding obligation upon vesting of restricted stock granted on 7/25/13.

(2) As trustee of Elizabeth Batten Stribney Trust.

(3) As trustee of Timothy Michael Batten Trust.

(4) As trustee of Michael E. Batten Trust.

(5) Reflects reporting person's appointment as trustee of the John H. Batten and Katherine V. Batten Family Trust, dated December 13, 1976, and the Batten Family Trust, dated October 21, 1988. Shares were transferred on January 8, 2016 to the Louise Vernet Batten Grantor Trust, for which reporting person serves as trustee.

(6) As trustee of Gloria S. Batten Trust.

(7) 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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