TWIN DISC INC Form 4 July 30, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

2. Issuer Name and Ticker or Trading

OMB APPROVAL OMB

3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

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

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations 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).

Stock (3)

Common

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person *

	CHRISTOPHE	-	Symbol			Ticker or			Issuer	, ,	` '	
(Last) TWIN DISC ST.	(First) C, INC., 1328 RA	(Middle) ACINE		Earliest Transaction					(Check all applicable) Director 10% Owner _X_ Officer (give title Other (specify below) CFO/VP Finance/Treasurer			
	(Street)		4. If Ame Filed(Mon			te Original	l		6. Individual or Jo Applicable Line) _X_ Form filed by O Form filed by N	One Reporting Pe	erson	
RACINE, V	VI 53403								Person	note than one Re	porting	
(City)	(State)	(Zip)	Tabl	e I - No	n-D	erivative S	Securi	ties Acqu	uired, Disposed of	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)	Execution any		3. Transa Code (Instr.	8)	4. Securit n(A) or Dis (Instr. 3, 4)	sposed	of (D)	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)	07/26/2012			A		15,637	A	\$0	53,913	D		
Common Stock (2)	07/26/2012			F		7,538	D	\$ 20.66	46,375	D		
Common Stock (3)	07/26/2012			A		10,425	A	\$ 20.66	56,800	D		

20.66

1,307.9993

Ι

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

401(k)

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SEC 1474 (9-02)

number.

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amoun	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Owne
	Security				Acquired						Follo
	-				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration		Or Number		
						Exercisable	Date		Number		
				C-J- V	(A) (D)				of 51		
				Coue v	(A) (D)			7	Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

EPERJESY CHRISTOPHER J

TWIN DISC, INC. 1328 RACINE ST. RACINE, WI 53403

CFO/VP Finance/Treasurer

Signatures

/s/ Christopher J. 07/30/2012 **Eperjesy**

**Signature of Reporting 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).
- Represents shares of common stock aquired by the Reporting Person upon the vesting of performance shares granted pursuant to Rule (1) 16b-3(d) plan.
- Represents shares of common stock withheld by the issuer to satisfy tax obligations in connection with the vesting of performance shares (2)granted to the Reporting Person pursuant to Rule 16b-3(d) plan.
- Award of Restricted Stock for no cash consideration pursuant to the Twin Disc, Incorporated 2010 Long Term Incentive Compensation (3) 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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