

JOYCE MICHAEL H
Form 4
August 23, 2005

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 *
JOYCE MICHAEL H

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)

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/19/2005

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
PRESIDENT/COO

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

(City) (State) (Zip)

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)		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)
				(A) or (D)	Price			
COMMON STOCK	08/19/2005		M	3,500	A \$ 21.875	3,500	D	
COMMON STOCK	08/19/2005		M	3,850	A \$ 26	7,350	D	
COMMON STOCK	08/19/2005		S	3,500	D \$ 32	3,850	D	
COMMON STOCK	08/19/2005		S	500	D \$ 32.05	3,350	D	
COMMON STOCK	08/19/2005		S	1,900	D \$ 32.32	1,450	D	

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COMMON STOCK	08/19/2005		S	100	D	\$ 32.28	1,350	D
COMMON STOCK	08/19/2005		S	1,350	D	\$ 32.2	0	D
COMMON STOCK	08/22/2005		M	650	A	\$ 22.9375	650	D
COMMON STOCK	08/22/2005		S	600	D	\$ 32.84	50	D
COMMON STOCK	08/22/2005		S	50	D	\$ 32.7	0	D
COMMON STOCK	08/22/2005		M	4,006	A	\$ 28.75	4,006	D
COMMON STOCK	08/22/2005		S	350	D	\$ 32.7	3,656	D
COMMON STOCK	08/22/2005		S	809	D	\$ 34.26	2,847	D
COMMON STOCK	08/22/2005		S	506	D	\$ 34.41	2,341	D
COMMON STOCK	08/22/2005		S	1,441	D	\$ 34.25	900	D
COMMON STOCK	08/22/2005		S	400	D	\$ 33.61	500	D
COMMON STOCK	08/22/2005		S	100	D	\$ 33.51	400	D
COMMON STOCK	08/22/2005		S	210	D	\$ 33.67	190	D
COMMON STOCK	08/22/2005		S	190	D	\$ 33.66	0	D

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.

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(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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3, 4,
and 5)

				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
STOCK OPTIONS	\$ 21.875	08/19/2005		M			3,500	08/12/1996	08/12/2006	COMMON STOCK	3,500
STOCK OPTIONS	\$ 26	08/19/2005		M			3,850	08/10/1998	08/10/2008	COMMON STOCK	3,850
STOCK OPTIONS	\$ 22.9375	08/22/2005		M			650	10/16/1998	10/16/2008	COMMON STOCK	650
STOCK OPTIONS	\$ 28.75	08/22/2005		M			4,006	08/11/1997	08/11/2007	COMMON STOCK	4,006

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JOYCE MICHAEL H			PRESIDENT/COO	

Signatures

/s/ Michael H.
Joyce 08/23/2005

**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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