

JOYCE MICHAEL H

Form 4

October 27, 2004

# FORM 4

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

OMB APPROVAL

OMB  
Number: 3235-0287  
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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

(Last) (First) (Middle)  
  
  
  
  
  
  
  
(Street)  
  
  
  
  
  
  
  
(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
10/22/2004

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/COO

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V Amount (A) or (D) Price   |   |  |   |
| COMMON STOCK                    | 10/22/2004                           |  | M                              | 401 A \$ 19.9375  | 6,029   | D  |   |
| COMMON STOCK                    | 10/25/2004                           |  | M                              | 1,200 A \$ 19.9375  | 7,229   | D  |   |
| COMMON STOCK                    | 10/26/2004                           |  | M                              | 150 A \$ 19.9375  | 7,379   | D  |   |
| COMMON STOCK                    | 10/22/2004                           |  | S                              | 401 D \$ 24.9   | 6,978   | D  |   |
| COMMON STOCK                    | 10/25/2004                           |  | S                              | 1,200 D \$ 24.9   | 5,778   | D  |   |

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COMMON STOCK 10/26/2004 S 150 D \$ 24.9 5,628 D

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

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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) (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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| STOCK OPTIONS                              | \$ 19.9375   | 10/22/2004                           |  | M                              | 401   | 07/30/1999 07/30/2009                                    | COMMON STOCK  | 401                        |
| STOCK OPTIONS                              | \$ 19.9375   | 10/25/2004                           |  | M                              | 1,200   | 07/30/1999 07/30/2009                                    | COMMON STOCK  | 1,200                      |
| STOCK OPTIONS                              | \$ 19.9375   | 10/26/2004                           |  | M                              | 150   | 07/30/1999 07/30/2009                                    | COMMON STOCK  | 150                        |

## Reporting Owners

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

## Signatures

/s/ Michael H. Joyce 10/27/2004

\*\*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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