

ZIMMER DAVID R
Form 4
February 08, 2008

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 *
ZIMMER DAVID R

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 STREET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/06/2008

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	02/06/2008		M		620 A \$ 4.4532	5,420	D
Common Stock	02/07/2008		M		2,494 A \$ 4.4532	7,914	D
Common Stock	02/06/2008		S		100 D \$ 16.53	7,814	D
Common Stock	02/06/2008		S		520 D \$ 16.5	7,294	D
Common Stock	02/07/2008		S		200 D \$ 16.33	7,094	D
Common Stock	02/07/2008		S		100 D \$ 16.32	6,994	D

Edgar Filing: ZIMMER DAVID R - Form 4

Common Stock									
Common Stock	02/07/2008		S	100	D	\$ 16.275	6,894		D
Common Stock	02/07/2008		S	100	D	\$ 16.274	6,794		D
Common Stock	02/07/2008		S	700	D	\$ 16.27	6,094		D
Common Stock	02/07/2008		S	500	D	\$ 16.25	5,594		D
Common Stock	02/07/2008		S	100	D	\$ 16.285	5,494		D
Common Stock	02/07/2008		S	400	D	\$ 16.29	5,094		D
Common Stock	02/07/2008		S	94	D	\$ 16.41	5,000		D
Common Stock	02/07/2008		S	100	D	\$ 16.45	4,900		D
Common Stock	02/07/2008		S	100	D	\$ 16.26	4,800		D
Common Stock							5,760	I	IRA

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. Amount or Number of Shares
	\$ 4.4532	02/06/2008		M	620	08/04/2000 08/04/2010		620

Stock Options	Exercise Price	Grant Date	Expiration Date	Quantity	Underlying Security	Quantity
Stock Options	\$ 4.4532	02/07/2008		2,494	Common Stock	2,494
Stock Options	\$ 27.545		10/19/2007		Common Stock	1,200
Stock Options	\$ 18.005		10/20/2006		Common Stock	1,200
Stock Options	\$ 6.225		10/15/2004		Common Stock	1,200
Stock Options	\$ 10.1125		10/21/2005		Common Stock	1,200

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ZIMMER DAVID R 1328 RACINE STREET RACINE, WI 53403	X			

Signatures

/s/ David R.
Zimmer 02/08/2008

__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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.