

BATTEN JOHN H  
Form 4  
August 02, 2018

**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 \*  
**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)  
**07/31/2018**

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |
| Common Stock <sup>(1)</sup>     | 07/31/2018                           |  | F                              | 9,644 D   | \$ 26.19  | 179,283  | D   |
| Common Stock <sup>(2)</sup>     | 08/01/2018                           |  | A                              | 3,972 A   | \$ 0  | 183,255  | D   |
| Common Stock <sup>(3)</sup>     | 08/01/2018                           |  | F                              | 1,867 D   | \$ 25.575   | 181,388  | D   |
| Common Stock                    |                                      |  |                                |   |   | 2,457.2354   | I 401(k)  |
| Common Stock <sup>(4)</sup>     |                                      |  |                                |   |   | 221,156  | I As Trustee  |

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|                         |         |   |            |
|-------------------------|---------|---|------------|
| Common Stock <u>(5)</u> | 221,155 | I | As Trustee |
| Common Stock <u>(6)</u> | 45,440  | I | As Trustee |
| Common Stock <u>(7)</u> | 44,960  | I | As Trustee |
| Common Stock <u>(8)</u> | 45,440  | I | As Trustee |

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

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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 (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares                                       |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                   |       |
|---|---------------|-----------|-------------------|-------|
|   | Director      | 10% Owner | Officer           | Other |
| BATTEN JOHN H<br>TWIN DISC, INC.<br>1328 RACINE ST.<br>RACINE, WI 53403 | X             | X         | President and CEO |       |

## Signatures

/s/ John H. Batten 08/02/2018

\*\*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 7/31/15.
- (2) Represents shares of common shares acquired by the Reporting Person upon the vesting of performance shares granted pursuant to Rule 16b-3(d) plan.
- (3) Represents shares of withheld by the issuer to satisfy tax obligation in connection with the vesting of performance shares granted to the Reporting Person pursuant to Rule 16b-3(d) plan.
- (4) As trustee of Michael E. Batten Marital Trust
- (5) As trustee of Michael E. Batten Family Trust
- (6) As trustee of Elizabeth Batten Stribney Trust.
- (7) As trustee of Timothy Michael Batten Trust.
- (8) As trustee of Louise Vernet Batten Grantor Trust.

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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