

POWERS PAUL J
Form 4
November 24, 2004

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 *
POWERS PAUL J

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)

FIRSTENERGY CORP, 76 SOUTH MAIN ST

3. Date of Earliest Transaction (Month/Day/Year)
11/22/2004

Director 10% Owner
 Officer (give title below) Other (specify below)

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

AKRON, OH 44308

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) (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	11/22/2004		M	600 A \$ 24.5	600	D	
COMMON STOCK	11/22/2004		M	700 A \$ 21.875	1,300	D	
COMMON STOCK	11/22/2004		M	1,000 A \$ 22.938	2,300	D	
COMMON STOCK	11/22/2004		M	1,000 A \$ 19.938	3,300	D	
COMMON STOCK	11/22/2004		M	1,000 A \$ 17.813	4,300	D	

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COMMON STOCK	11/22/2004	M	1,000	A	\$ 15.05	5,300	D
COMMON STOCK	11/22/2004	M	1,000	A	\$ 13.01	6,300	D
COMMON STOCK	11/22/2004	S	6,300	D	\$ 25.1	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) (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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
STOCK OPTIONS	\$ 24.5	11/22/2004		M	600	08/14/1995 08/14/2005		COMMON STOCK	600
STOCK OPTIONS	\$ 21.875	11/22/2004		M	700	08/12/1996 08/12/2006		COMMON STOCK	700
STOCK OPTIONS	\$ 22.938	11/22/2004		M	1,000	10/16/1998 10/16/2008		COMMON STOCK	1,000
STOCK OPTIONS	\$ 19.938	11/22/2004		M	1,000	07/30/1999 07/30/2009		COMMON STOCK	1,000
STOCK OPTIONS	\$ 17.813	11/22/2004		M	1,000	08/04/2000 08/04/2010		COMMON STOCK	1,000
STOCK OPTIONS	\$ 15.05	11/22/2004		M	1,000	08/13/2001 08/13/2011		COMMON STOCK	1,000
STOCK OPTIONS	\$ 13.01	11/22/2004		M	1,000	10/18/2002 10/18/2012		COMMON STOCK	1,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
POWERS PAUL J FIRSTENERGY CORP 76 SOUTH MAIN ST AKRON, OH 44308		X		

Signatures

/s/ Paul J. Powers	11/24/2004
**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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