

TRIUMPH GROUP INC /

Form 4

August 04, 2006

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
BARTHOLDSON JOHN R

(Last) (First) (Middle)

1550 LIBERTY RIDGE, SUITE 100

(Street)

WAYNE, PA 19087

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

TRIUMPH GROUP INC / [TGI]

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

08/02/2006

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)

Sr. VP, CFO, and Treasurer

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	08/02/2006		M		3,364	A	\$ 43.125	164,470	D
Common Stock	08/02/2006		M		6,636	A	\$ 38.35	171,106	D
Common Stock	08/02/2006		S		100	D	\$ 47.72	171,006	D
Common Stock	08/02/2006		S		300	D	\$ 47.7	170,706	D
Common Stock	08/02/2006		S		100	D	\$ 47.68	170,606	D

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Common Stock	08/02/2006	S	100	D	\$ 47.64	170,506	D
Common Stock	08/02/2006	S	100	D	\$ 47.62	170,406	D
Common Stock	08/02/2006	S	600	D	\$ 47.59	169,806	D
Common Stock	08/02/2006	S	300	D	\$ 47.58	169,506	D
Common Stock	08/02/2006	S	300	D	\$ 47.57	169,206	D
Common Stock	08/02/2006	S	100	D	\$ 47.56	169,106	D
Common Stock	08/02/2006	S	400	D	\$ 47.52	168,706	D
Common Stock	08/02/2006	S	100	D	\$ 47.49	168,606	D
Common Stock	08/02/2006	S	200	D	\$ 47.47	168,406	D
Common Stock	08/02/2006	S	300	D	\$ 47.46	168,106	D
Common Stock	08/02/2006	S	300	D	\$ 47.45	167,806	D
Common Stock	08/02/2006	S	100	D	\$ 47.42	167,706	D
Common Stock	08/02/2006	S	100	D	\$ 47.41	167,606	D
Common Stock	08/02/2006	S	100	D	\$ 47.4	167,506	D
Common Stock	08/02/2006	S	100	D	\$ 47.69	167,406	D
Common Stock	08/02/2006	S	200	D	\$ 47.39	167,206	D
Common Stock	08/02/2006	S	300	D	\$ 47.38	166,906	D
Common Stock	08/02/2006	S	200	D	\$ 47.37	166,706	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 (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Non-Qualified Stock Option (Right to Buy)	\$ 43.125	08/02/2006		M	3,364	<u>(1)</u> 04/17/2008	Common Stock 3,364
Non-Qualified Employee Stock Option (Right to Buy)	\$ 38.35	08/02/2006		M	6,636	<u>(2)</u> 04/20/2011	Common Stock 6,636

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
BARTHOLDSON JOHN R 1550 LIBERTY RIDGE SUITE 100 WAYNE, PA 19087	X Sr. VP, CFO, and Treasurer

Signatures

John B. Wright, II, Power of Attorney for John R. Bartholdson

08/04/2006

 **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) The options vested in four annual installments on April 27, 1998, 1999, 2000 & 2001

(2) The options vested in four annual installments on April 20, 2002, 2003, 2004 & 2005.

Remarks:

This is one of two filings reporting transactions on August 2, 2006.

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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