

TRIUMPH GROUP INC /
Form 4
August 04, 2006

FORM 4

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

OMB APPROVAL

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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 *
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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Common Stock | 08/02/2006 | | M | A | \$ 3,364 43.125 | 164,470 | D |
| Common Stock | 08/02/2006 | | M | A | \$ 6,636 38.35 | 171,106 | D |
| Common Stock | 08/02/2006 | | S | D | \$ 100 47.72 | 171,006 | D |
| Common Stock | 08/02/2006 | | S | D | \$ 300 47.7 | 170,706 | D |
| Common Stock | 08/02/2006 | | S | D | \$ 100 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 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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| 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

 **Signature of Reporting Person
 08/04/2006
 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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