BARTHOLDSON JOHN R

Form 4/A August 21, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

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January 31, 2005

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OMB APPROVAL

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

Check this box

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 See Instruction

1(b).

(Print or Type Responses)

1 Name and Address of Departing Da

BARTHOLDSON JOHN R Syr			Symbol					5. Relationship of Reporting Person(s) to Issuer		
			TRIUMPH GROUP INC / [TGI]				·I]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of	Earliest Tr	ansaction					
			(Month/D	ay/Year)				_X_ Director		Owner
1550 LIBERTY RIDGE, SUITE 100			08/03/2006					_X_ Officer (give below)	below)	r (specify
								· · · · · · · · · · · · · · · · · · ·	CFO, and Treasu	arer
(Street) 4.				4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check		
				nth/Day/Year)			Applicable Line)		
WATER D	. 1000		08/07/2	006				_X_ Form filed by C	One Reporting Per Tore than One Re	
WAYNE, P.	A 1908/							Person		r <i>6</i>
(City)	(State)	(Zip)	Tabl	e I - Non-I	Perivative S	Securi	ties Acqu	iired, Disposed of	, or Beneficiall	y Owned
1.Title of	2. Transaction Dat	te 2A. Deen	ned	3.	4. Securit	ies Ac	quired	5. Amount of	6.	7. Nature of
Security	(Month/Day/Year)	•	n Date, if		on(A) or Dis	•	` ′	Securities	Ownership	Indirect
(Instr. 3)		any (Month/E	Day/Year)	Code (Instr. 8)	(Instr. 3, 4	and 5))	Beneficially Owned	Form: Direct (D) or	Beneficial Ownership
		(WIOIIII/L	ay/ 1 cai)	(Ilisti. 6)				Following	Indirect (I)	(Instr. 4)
						(A)		Reported	(Instr. 4)	,
						or		Transaction(s)		
				Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common Stock (1)	08/03/2006			M	10,000	A	\$ 32.83	171,106	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactic Code (Instr. 8)	5. Number of Derivative Securities Acquired (A or Disposed (D) (Instr. 3, 4, and 5)	Expiration l (Month/Day	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amour Underlying Securit (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh	
Non-Qualified Employee Stock Option (Right to Buy)	\$ 32.83	08/03/2006		M	10,00	0 (2)	11/12/2013	Common Stock	10,0	

Reporting Owners

Reporting Owner Name / Address	Relationships						
reporting owner runner runners	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 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 Form 4 as originally filed incorrectly identified which specific options were exercised by the Reporting Person. This amended Form 4 correctly identifies the options exercised.

08/21/2006

(2) The option vested in three installments: as to 9239 shares on November 12, 2004, as to 13,858 shares on May 12, 2005, and as to 13,858 shares on November 12, 2005.

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.

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