Holzthum Thomas K Form 4 May 22, 2018

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**OMB** Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

**OMB APPROVAL** 

response...

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

Check this box

**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 may continue. 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

See Instruction

| 1. Name and Address of Reporting Person ** Holzthum Thomas K |          |          | 2. Issuer Name <b>and</b> Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer  |  |  |  |
|--|----------|----------|--|---|--|--|--|
|  |          |          | TRIUMPH GROUP INC [TGI]                            | (Check all applicable)  |  |  |  |
| (Last)   | (First)  | (Middle) | 3. Date of Earliest Transaction                    |   |  |  |  |
|  |          |          | (Month/Day/Year)                                   | Director 10% Owner  |  |  |  |
| 899 CASSATT ROAD, SUITE 210                                  |          |          | 05/15/2018   | X Officer (give title Other (specify below)   |  |  |  |
|  |          |          |  | EVP, Integrated Systems   |  |  |  |
|  | (Street) |          | 4. If Amendment, Date Original                     | 6. Individual or Joint/Group Filing(Check   |  |  |  |
|  |          |          | Filed(Month/Day/Year)                              | Applicable Line)  |  |  |  |
| BERWYN, P.   | A 19312  |          |  | _X_ Form filed by One Reporting Person<br>Form filed by More than One Reporting<br>Person |  |  |  |
| (City)   | (State)  | (Zip)    |  | · ID: I C D C' II O   |  |  |  |

| (City)                               | (State) (  | Zip) Table | e I - Non-D                            | erivative  | Secur            | ities Acq   | uired, Disposed o  | f, or Beneficial   | ly Owned  |
|--------------------------------------|--|------------|--|--|------------------|-------------|--|--|---|
| 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, i any (Month/Day/Year) |            | 3.<br>Transactio<br>Code<br>(Instr. 8) | 4. Securities Acquired n(A) or Disposed of (D) (Instr. 3, 4 and 5) |                  |             | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|                                      |  |            | Code V                                 | Amount   | (A)<br>or<br>(D) | Price       | Reported<br>Transaction(s)<br>(Instr. 3 and 4)                   |  |   |
| Common stock                         | 05/15/2018   |            | M                                      | 1,041  | A                | \$ 0        | 25,253   | D  |   |
| Common stock                         | 05/15/2018   |            | F <u>(1)</u>                           | 326  | D                | \$<br>22.75 | 24,927   | D  |   |

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

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#### Edgar Filing: Holzthum Thomas K - Form 4

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transacti<br>Code<br>(Instr. 8) | 5. Number on 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. Pr<br>Deriv<br>Secu<br>(Inst |
|---|---|--------------------------------------|---|---------------------------------------|---|--|--------------------|---|--|---------------------------------|
|   |   |                                      |   | Code V                                | (A) (D)   | Date<br>Exercisable                                      | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of<br>Shares |                                 |
| Restricted stock units                              | <u>(2)</u>  | 05/15/2018                           |   | M                                     | 1,041   | (3)  | <u>(3)</u>         | Common<br>Stock   | 1,041                                  | \$                              |

### **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Holzthum Thomas K 899 CASSATT ROAD SUITE 210 BERWYN, PA 19312

EVP, Integrated Systems

### **Signatures**

John B. Wright, II, POA for Thomas K. Holzthum

05/22/2018

Date

\*\*Signature of Reporting Person

### **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) This transaction represents the payment of a tax liability on the lapse of forfeiture restrictions on a derivative security and acquisition of the underlying shares.
- (2) Each restricted stock unit represents the right to receive one share of the Registrant's common stock.
- (3) Forfeiture restrictions will lapse on the remaining restricted stock units on May 15, 2019, subject to the terms set forth in the Company's Amended and Restated 2013 Equity and Cash Incentive Plan.

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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