

BARTHOLDSON JOHN R  
Form 4/A  
August 21, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
BARTHOLDSON JOHN R

2. Issuer Name and Ticker or Trading Symbol  
TRIUMPH GROUP INC / [TGI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
1550 LIBERTY RIDGE, SUITE 100

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/03/2006

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Sr. VP, CFO, and Treasurer

(Street)  
WAYNE, PA 19087

4. If Amendment, Date Original Filed(Month/Day/Year)  
08/07/2006

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 <sup>(1)</sup>     | 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.

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SEC 1474 (9-02)

**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. 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 Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Non-Qualified Employee Stock Option (Right to Buy)<br><u>(1)</u> | \$ 32.83   | 08/03/2006                           |  | M                              | 10,000  | <u>(2)</u> 11/12/2013                                    | Common Stock  | 10,000                     |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                            |       |
|--|---------------|-----------|----------------------------|-------|
|  | Director      | 10% Owner | Officer                    | Other |
| BARTHOLDSON JOHN R<br>1550 LIBERTY RIDGE<br>SUITE 100<br>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

08/21/2006  
 \_\_\_\_\_  
 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 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.
- (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.