

TRIUMPH GROUP INC /
Form 4
February 02, 2007

FORM 4

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

OMB APPROVAL

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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

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/31/2007

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

WAYNE, PA 19087

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

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	01/31/2007		M	A	\$ 26.44	D	
Common Stock	01/31/2007		S	D	\$ 56.13	D	
Common Stock	01/31/2007		M	A	\$ 32.83	D	
Common Stock	01/31/2007		S	D	\$ 56.13	D	
Common Stock	01/31/2007		M	A	\$ 38.35	D	

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Common Stock	01/31/2007	S	17,636	D	\$ 56.13	109,606	D
Common Stock	02/01/2007	M	2,364	A	\$ 38.35	111,970	D
Common Stock	02/01/2007	S	2,364	D	\$ 56.32	109,606	D
Common Stock	02/01/2007	M	17,636	A	\$ 43.13	127,242	D
Common Stock	02/01/2007	S	17,636	D	\$ 56.32	109,606	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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 26.44	01/31/2007		M	3,784	<u>(1)</u> 04/16/2009	Common Stock	3,784	
Employee Stock Option (Right to Buy)	\$ 32.83	01/31/2007		M	8,580	<u>(2)</u> 11/12/2013	Common Shares	8,580	
Employee Stock Option (Right to Buy)	\$ 38.35	01/31/2007		M	17,636	<u>(3)</u> 04/20/2011	Common Stock	17,636	
	\$ 38.35	02/01/2007		M	2,364	<u>(3)</u> 04/20/2011		2,364	

Employee Stock Option (right to buy)								Common Stock	
Employee Stock Option (right to buy)	\$ 43.13	02/01/2007		M	17,636	<u>(4)</u>	04/17/2008	Common Stock	17,636

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

02/02/2007

__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 option vested in four equal installments on April 16, 2000, 2001, 2002 and 2003.
- (2) The options vested in two installment: the first vesting was on November 11, 2004 and the remaining options were vested by the Board of Directors of Triumph Group, Inc. on May 12, 2005.
- (3) The options vested in four equal installment on April 20, 2002, 2003, 2004 and 2005.
- (4) The option vested in four equal installment on April 19, 1999, 2000, 2001 and 2002.

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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