

BARTHOLDSON JOHN R
Form 4
February 14, 2006

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

3. Date of Earliest Transaction (Month/Day/Year)
02/10/2006

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)

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)	(A) or (D)	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	Price		
Common Stock	02/10/2006		M		13,948	\$ 19	153,684	D
Common Stock	02/10/2006		S		13,948	\$ 42.56	139,736	D
Common Stock	02/10/2006		M		1,052	\$ 26.44	140,788	D
Common Stock	02/10/2006		S		1,052	\$ 42.56	139,736	D
Common Stock	02/13/2006		M		12,700	\$ 26.44	152,436	D

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Common Stock	02/13/2006	S	12,700	D	\$ 42.38	139,736	D
Common Stock	02/14/2006	M	2,464	A	\$ 26.44	142,200	D
Common Stock	02/14/2006	S	2,464	D	\$ 41.97	139,736	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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 19	02/10/2006		M	13,948	<u>(1)</u> 10/24/2006	Common Stock	13,948	
Employee Stock Option (right to buy)	\$ 26.44	02/10/2006		M	1,052	<u>(2)</u> 04/16/2009	Common Stock	1,052	
Employee Stock Option (Right to Sell)	\$ 26.44	02/13/2006		M	12,700	<u>(2)</u> 04/16/2009	Common Stock	12,700	
Employee Stock Option (Right to Buy)	\$ 26.44	02/14/2006		M	2,464	<u>(2)</u> 04/16/2009	Common Stock	2,464	

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 Treassurer	

Signatures

John R. Bartholdson	02/14/2006
**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 October 24, 1997, 1998, 1999 and 2000.
 - (2) The option vested in four equal installments on April 16, 2000, 2001, 2002 and 2003.

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.