

TRIUMPH GROUP INC /
Form 4
September 17, 2007

FORM 4

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

OMB APPROVAL

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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 *
RESNICK LAWRENCE J

(Last) (First) (Middle)

1550 LIBERTY RIDGE, SUITE 100

(Street)

WAYNE, PA 19087

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
09/13/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

Senior Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 or Price		
Common Stock	09/13/2007		M		3,932 A \$ 30.74	D	
Common Stock	09/13/2007		S		3,932 D \$ 76.88	D	
Common Stock	09/13/2007		M		3,068 A \$ 32.83	D	
Common Stock	09/13/2007		S		3,068 D \$ 76.88	D	
Common Stock	09/13/2007		M		13,887 A \$ 32.83	D	

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Common Stock 09/13/2007 S 13,887 D \$ 76.88 39,103 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
Employee Stock Option (right to buy)	\$ 30.74	09/13/2007		M	3,932	<u>(1)</u> 04/22/2015	Common Stock	3,932
Employee Stock Option (right to buy)	\$ 32.83	09/13/2007		M	3,068	<u>(2)</u> 11/12/2013	Common Stock	3,068
Employee Stock Option (right to buy)	\$ 32.83	09/13/2007		M	13,887	<u>(2)</u> 11/12/2013	Common Stock	13,887

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

RESNICK LAWRENCE J
1550 LIBERTY RIDGE
SUITE 100
WAYNE, PA 19087

Senior Vice President

Signatures

Lawrence J.
Resnick

09/17/2007

__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 options vest in three equal installments on April 22, 2006, 2007 and 2008.
 - (2) The options vest in four equal installments on November 12, 2004, 2005, 2006 and 2007.

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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