

TRIUMPH GROUP INC /
Form 4
May 12, 2006

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 *
KINDIG KEVIN E

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)
05/10/2006

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

Vice President and Controller

(Street)

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

WAYNE, PA 19087

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Common Stock | 05/10/2006 | | M | A | \$ 2,982 | D | |
| Common Stock | 05/10/2006 | | S | D | \$ 2,982 | D | |
| Common Stock | 05/10/2006 | | M | A | \$ 1,000 | D | |
| Common Stock | 05/10/2006 | | S | D | \$ 1,000 | D | |
| Common Stock | 05/10/2006 | | M | A | \$ 16,018 | D | |

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| | | | | | | | |
|--------------|------------|---|--------|---|----------|--------|---|
| Common Stock | 05/10/2006 | S | 16,018 | D | \$ 32.83 | 15,553 | D |
| Common Stock | 11/05/2006 | M | 9,000 | A | \$ 38.35 | 24,553 | D |
| Common Stock | 05/11/2006 | S | 9,000 | D | \$ 38.35 | 15,553 | D |
| Common Stock | 05/11/2006 | M | 10,000 | A | \$ 19 | 25,553 | D |
| Common Stock | 05/11/2006 | S | 10,000 | D | \$ 19 | 15,553 | D |
| Common Stock | 05/11/2006 | M | 2,000 | A | \$ 43.13 | 17,553 | D |
| Common Stock | 05/11/2006 | S | 2,000 | D | \$ 43.13 | 15,553 | D |
| Common Stock | 05/11/2006 | M | 2,000 | A | \$ 26.44 | 17,553 | D |
| Common Stock | 05/11/2006 | S | 2,000 | D | \$ 26.44 | 15,553 | D |
| Common Stock | 05/11/2006 | M | 2,000 | A | \$ 24.63 | 17,553 | D |
| Common Stock | 05/11/2006 | S | 2,000 | D | \$ 24.63 | 15,553 | 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 | \$ 32.83 | 05/10/2006 | | M | 2,982 | <u>(1)</u> | 11/12/2013 | Common Stock | 2,982 |

| | | | | | | | | | |
|--|----------|------------|---|--------|------------|------------|-----------------|--------|--|
| Option (right to buy) | | | | | | | | | |
| Employee Stock Option (right to buy) | \$ 38.35 | 05/10/2006 | M | 1,000 | <u>(2)</u> | 04/20/2011 | Common Stock | 1,000 | |
| Employee Stock Option (Right to Buy) | \$ 32.83 | 05/10/2006 | M | 16,018 | <u>(1)</u> | 11/12/2013 | Common Stock | 16,018 | |
| Employee Stock Option (right to buy) | \$ 38.35 | 05/11/2006 | M | 9,000 | <u>(2)</u> | 04/20/2011 | Common Stock | 9,000 | |
| Employee Stock Option (right to buy) | \$ 19 | 05/11/2006 | M | 10,000 | <u>(3)</u> | 10/24/2006 | common stock | 10,000 | |
| Employee Stock Option (right to buy) | \$ 43.13 | 05/11/2006 | M | 2,000 | <u>(4)</u> | 04/17/2008 | Common Stock | 2,000 | |
| Employee Stock Option (right to buy) | \$ 26.44 | 05/11/2006 | M | 2,000 | <u>(5)</u> | 04/16/2009 | Common Stock | 2,000 | |
| Employee Stock Option (right to buy) | \$ 24.63 | 05/11/2006 | M | 2,000 | <u>(6)</u> | 02/07/2012 | Common Stock | 2,000 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------------|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| KINDIG KEVIN E 1550 LIBERTY RIDGE | | | Vice President and Controller | |

SUITE 100
WAYNE, PA 19087

Signatures

Kevin E. Kindig 05/12/2006

__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) As previously disclosed in a Form 8-K filed on April 28, 2005, on April 22, 2005 the Board of Directors approved the acceleration of the vesting of unvested stock options.
 - (2) The option vested in four equal installments on April 20, 2002, 2003, 2004 and 2005.
 - (3) The options vested in four equal installments on October 24, 1997, 1998, 1999 and 2000.
 - (4) The options vested in four equal installment on April 17, 1998, 1999, 2000 and 2001.
 - (5) The options vested in four equal installments on April 16, 2000, 2001, 2002 and 2003.
 - (6) The options vested in four equal installments on February 20, 2001, 2002, 2003 and 2004.

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