

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
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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)
08/01/2006

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)
08/03/2006

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock ⁽¹⁾	08/01/2006		M	2,880	A \$ 30.74	163,986	D
Common Stock ⁽¹⁾	08/01/2006		M	7,120	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)

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
Non-Qualified Employee Stock Option (Right to Buy) <u>(1)</u>	\$ 30.74	08/01/2006		M	2,880	<u>(2)</u> 04/22/2015	Common Stock	2,880
Non-Qualified Employee Stock Option (Right to Buy) <u>(1)</u>	\$ 32.83	08/01/2006		M	7,120	<u>(3)</u> 11/12/2013	Common Stock	7,120

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

08/21/2006

__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 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 vests in two installments: as to 2,880 shares on April 22, 2006 and as to 2,879 shares on April 22, 2007.
- (3)

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The option vested in three installments: as to 9,239 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.