TRIUMPH GROUP INC /
Form 4
May 12, 2006

FORM 4

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

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

OMB APPROVAL
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(Print or Type Responses)

1. Name and Address of Reporting Person *
KINDIG KEVIN E
(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)
05/10/2006

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Vice President and Controller

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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	(A) or (D)	Price			
Common Stock	05/10/2006		M		2,982	A	$ 32.83	18,535	D	
Common Stock	05/10/2006		S		2,982	D	$ 32.83	15,553	D	
Common Stock	05/10/2006		M		1,000	A	$ 38.35	16,553	D	
Common Stock	05/10/2006		S		1,000	D	$ 38.35	15,553	D	
Common Stock	05/10/2006		M		16,018	A	$ 32.83	31,571	D	

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

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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