

TRIUMPH GROUP INC /  
Form 4  
September 18, 2007

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
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)  
09/14/2007

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)

Senior Vice President

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
| Common Stock                    | 09/14/2007                           |  | F                              | 1,234 D   | \$ 81   | 37,869   | D                                 |
| Common Stock                    | 09/14/2007                           |  | M                              | 3,045 A   | \$ 32.83  | 40,914   | D                                 |
| Common Stock                    | 09/14/2007                           |  | F                              | 1,284 D   | \$ 81   | 39,630   | D                                 |
| Common Stock                    | 09/14/2007                           |  | M                              | 2,317 A   | \$ 44.91  | 41,947   | D                                 |
| Common Stock                    | 09/14/2007                           |  | F                              | 2,584 D   | \$ 81   | 39,363   | D                                 |

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|              |            |   |       |   |          |        |   |
|--------------|------------|---|-------|---|----------|--------|---|
| Common Stock | 09/14/2007 | M | 5,458 | A | \$ 38.35 | 44,821 | D |
| Common Stock | 09/14/2007 | F | 456   | D | \$ 81    | 44,365 | D |
| Common Stock | 09/14/2007 | M | 1,500 | A | \$ 24.63 | 45,865 | D |
| Common Stock | 09/14/2007 | F | 1,331 | D | \$ 81    | 44,534 | D |
| Common Stock | 09/14/2007 | M | 2,500 | A | \$ 43.13 | 47,034 | D |
| Common Stock | 09/14/2007 | F | 1,749 | D | \$ 81    | 45,285 | D |
| Common Stock | 09/14/2007 | M | 5,361 | A | \$ 26.44 | 50,646 | 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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Employee Stock Option (right to buy)       | \$ 32.83   | 09/14/2007                           |  | M                              | 3,045   | <u>(1)</u> 11/12/2013                                    | common stock  | 3,045                         |
| Employee Stock Option (right to buy)       | \$ 44.91   | 09/14/2007                           |  | M                              | 2,317   | <u>(2)</u> 04/19/2012                                    | Common Stock  | 2,317                         |

|  |          |            |   |       |     |            |                 |       |
|--|----------|------------|---|-------|-----|------------|-----------------|-------|
| Employee<br>Stock<br>Option<br>(right to<br>buy) | \$ 38.35 | 09/14/2007 | M | 5,458 | (3) | 04/20/2011 | Common<br>Stock | 5,458 |
| Employee<br>Stock<br>Option<br>(right to<br>buy) | \$ 24.63 | 09/14/2007 | M | 1,500 | (4) | 02/07/2010 | common<br>stock | 1,500 |
| Employee<br>Stock<br>Option<br>(right to<br>buy) | \$ 43.13 | 09/14/2007 | M | 2,500 | (5) | 04/17/2008 | Common<br>Stock | 2,500 |
| Employee<br>Stock<br>Option<br>(right to<br>buy) | \$ 26.44 | 09/14/2007 | M | 5,361 | (6) | 04/16/2009 | Common<br>Stock | 5,361 |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                       |       |
|--|---------------|-----------|-----------------------|-------|
|  | Director      | 10% Owner | Officer               | Other |
| RESNICK LAWRENCE J<br>1550 LIBERTY RIDGE<br>SUITE 100<br>WAYNE, PA 19087 |               |           | Senior Vice President |       |

## Signatures

Lawrence J. Resnick                      09/18/2007

\*\*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 option vest in four equal installments on November 12, 2004, 2005, 2006 and 2007
- (2) The options vest in four equal installments on April 19, 2003, 2004, 2005 and 2006.
- (3) The options vest in four equal installments on April 20, 2002, 2003, 2004 and 2005.
- (4) The options vest in four equal installments on February 7, 2001, 2002, 2003 and 2004.
- (5) The options vest in four equal installments on April 17, 1999, 2000, 2001 and 2002.
- (6) The options vest 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.

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