

TRIUMPH GROUP INC
Form 4
May 27, 2011

FORM 4

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

OMB APPROVAL

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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 *
DBD Investors V, L.L.C.

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)

3. Date of Earliest Transaction (Month/Day/Year)
05/25/2011

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

C/O THE CARLYLE GROUP, 1001 PENNSYLVANIA AVE., N.W., STE. 220

(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
X Form filed by More than One Reporting Person

WASHINGTON, DC 20004

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (D) Price | | | |
| Common Stock | 05/25/2011 | | S | 1,720,557 D \$ 92.75 | 3,326,218 | I | See Footnotes (1) (2) |

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)

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| 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. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|----------------------------|
| | | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | | Code | V | (A) | (D) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| DBD Investors V, L.L.C. C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE., N.W., STE. 220 WASHINGTON, DC 20004 | | X | | |
| DBD Investors V Holdings, L.L.C. C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE., N.W., STE. 220 WASHINGTON, DC 20004 | | X | | |
| TCG HOLDINGS II, L.P. C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE., N.W., STE. 220 WASHINGTON, DC 20004 | | X | | |
| TC Group Investment Holdings, L.P. C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE., N.W., STE. 220 WASHINGTON, DC 20004 | | X | | |
| TC Group III, L.L.C. C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE., N.W., STE. 220 WASHINGTON, DC 20004 | | X | | |
| TC Group III, L.P. C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE., N.W., STE. 220 WASHINGTON, DC 20004 | | X | | |
| Carlyle Partners III, L.P. C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE., N.W., STE. 220 | | X | | |

WASHINGTON, DC 20004

Signatures

/s/ R. Rainey Hoffman,
attorney-in-fact

05/27/2011

__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) Carlyle Partners III, L.P. and CP III Coinvestment, L.P. are the record holders of 3,227,406 and 98,812 shares of common stock, respectively. DBD Investors V Holdings, L.L.C. exercises investment discretion and control over the shares held by each of Carlyle Partners III, L.P. and CP III Coinvestment, L.P. through its indirect subsidiary, TC Group III, L.P., which is the sole general partner of each of Carlyle Partners III, L.P. and CP III Coinvestment, L.P. DBD Investors V Holdings, L.L.C. is the managing member of DBD Investors V, L.L.C. DBD Investors V, L.L.C. is the general partner of TCG Holdings II, L.P. TCG Holdings II, L.P. is the general partner of TC Group Investment Holdings, L.P. TC Group Investment Holdings, L.P. is the managing member of TC Group III, L.L.C. TC Group III, L.L.C. is the sole general partner of TC Group III, L.P.

(2) DBD Investors V Holdings, L.L.C. is managed by a three person managing board, and all board action relating to the voting or disposition of these shares requires approval of a majority of the board. William E. Conway, Jr., Daniel A. D'Aniello and David M. Rubenstein, as the members of the DBD Investors V Holdings, L.L.C. managing board, may be deemed to share beneficial ownership of the shares beneficially owned by DBD Investors V Holdings, L.L.C. Such persons disclaim such beneficial ownership.

Remarks:

Exhibit List

Exhibit 24 - Power of Attorney

Exhibit 99 - Joint Filer Information

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.