

TRIUMPH GROUP INC
Form 4
April 04, 2016

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 *
Crowley Daniel J

(Last) (First) (Middle)
899 CASSATT ROAD, SUITE 210
(Street)

BERWYN, PA 19312

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
TRIUMPH GROUP INC [TGI]

3. Date of Earliest Transaction
(Month/Day/Year)
04/01/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
President & CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (D) | Price |
| Common Stock <u>(1)</u> | 04/01/2016 | | A | | 50,000 | A | \$ 0 |
| Common Stock <u>(2)</u> | 04/01/2016 | | A | | 39,567 | A | \$ 0 |

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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount Number of Shares |
| Stock Option - Right to Buy | \$ 30.86 | 04/01/2016 | | A | 150,000 | <u>(3)</u> 04/01/2026 | Common Stock 150,000 |
| Performance Shares Award | <u>(4)</u> | 04/01/2016 | | A | 50,000 | <u>(4)</u> 03/31/2020 | Common Stock 50,000 |
| Performance Shares Award | <u>(5)</u> | 04/01/2016 | | A | 39,567 | <u>(5)</u> 01/03/2023 | Common Stock 39,567 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| Crowley Daniel J 899 CASSATT ROAD SUITE 210 BERWYN, PA 19312 | X | | President & CEO | |

Signatures

John B. Wright, II, POA for Daniel J. Crowley

04/01/2016

**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) Time-based restricted stock award granted pursuant to NYSE employment inducement award exemption, subject to forfeiture if Reporting Person leaves employment prior to lapse of forfeiture restrictions, with certain exceptions. Lapse of forfeiture restrictions will occur on 25% of the award shares on each of the first four anniversaries of the date his employment commenced, January 4, 2016 (the "Start Date").

(2) Time-based restricted stock award granted pursuant to NYSE employment inducement award exemption, subject to forfeiture if Reporting Person leaves employment prior to lapse of forfeiture restrictions, with certain exceptions. Lapse of forfeiture restrictions occurs on 1/3rd of the award shares on each of the fifth, sixth and seventh anniversaries of the Start Date.

(3) Stock option award vests in four equal installments on the first four anniversaries of the Start Date.

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(4) Each restricted performance share represents the contingent right to receive the one (1) share of common stock, free of restrictions. The performance shares will vest and be earned in three installments on each of the second, third and fourth anniversaries of the Start Date, based on achievement of a compound annual TSR growth rate performance goal. The number of performance shares actually earned will depend upon the actual percentage achieved.

(5) Each restricted performance share represents the contingent right to receive the one (1) share of common stock, free of restrictions. The performance shares will vest and be earned in three installments on each of the fifth, sixth and seventh anniversaries of the Start Date, based on achievement of a compound annual TSR growth rate performance goal. The number of performance shares actually earned will depend upon the actual percentage achieved.

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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