

Howley W Nicholas  
Form 4  
February 04, 2008

**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 \*  
Howley W Nicholas

(Last) (First) (Middle)  
1301 EAST NINTH STREET, SUITE 3710  
(Street)

CLEVELAND, OH 44114

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
TransDigm Group INC [TDG]

3. Date of Earliest Transaction (Month/Day/Year)  
02/01/2008

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)  
Chief Executive Officer

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 or Price		
Common Stock	02/01/2008		S		14 D \$ 42.804	I	Bratenahl Investments, Ltd.
Common Stock	02/01/2008		S		14 D \$ 42.828	I	Bratenahl Investments, Ltd.
Common Stock	02/01/2008		S		14 D \$ 42.836	I	Bratenahl Investments, Ltd.
Common Stock	02/01/2008		S		14 D \$ 42.837	I	Bratenahl Investments,

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Common Stock	02/01/2008	S	56	D	\$ 42.84	728	I	Ltd. Bratenahl Investments, Ltd.
Common Stock	02/01/2008	S	28	D	\$ 42.842	700	I	Bratenahl Investments, Ltd.
Common Stock	02/01/2008	S	14	D	\$ 42.86	686	I	Bratenahl Investments, Ltd.
Common Stock	02/01/2008	S	28	D	\$ 42.87	658	I	Bratenahl Investments, Ltd.
Common Stock	02/01/2008	S	14	D	\$ 42.884	644	I	Bratenahl Investments, Ltd.
Common Stock	02/01/2008	S	14	D	\$ 42.9	630	I	Bratenahl Investments, Ltd.
Common Stock	02/01/2008	S	42	D	\$ 42.91	588	I	Bratenahl Investments, Ltd.
Common Stock	02/01/2008	S	14	D	\$ 42.945	574	I	Bratenahl Investments, Ltd.
Common Stock	02/01/2008	S	42	D	\$ 42.95	532	I	Bratenahl Investments, Ltd.
Common Stock	02/01/2008	S	14	D	\$ 42.952	518	I	Bratenahl Investments, Ltd.
Common Stock	02/01/2008	S	14	D	\$ 42.96	504	I	Bratenahl Investments, Ltd.
Common Stock	02/01/2008	S	14	D	\$ 42.964	490	I	Bratenahl Investments, Ltd.
Common Stock	02/01/2008	S	14	D	\$ 42.975	476	I	Bratenahl Investments, Ltd.
Common Stock	02/01/2008	S	14	D	\$ 42.98	462	I	Bratenahl Investments, Ltd.

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Common Stock	02/01/2008	S	28	D	\$ 43	434	I	Bratenahl Investments, Ltd.
Common Stock	02/01/2008	S	14	D	\$ 43.025	420	I	Bratenahl Investments, Ltd.
Common Stock	02/01/2008	S	14	D	\$ 43.034	406	I	Bratenahl Investments, Ltd.
Common Stock	02/01/2008	S	14	D	\$ 43.036	392	I	Bratenahl Investments, Ltd.
Common Stock	02/01/2008	S	14	D	\$ 43.04	378	I	Bratenahl Investments, Ltd.
Common Stock	02/01/2008	S	14	D	\$ 43.041	364	I	Bratenahl Investments, Ltd.
Common Stock	02/01/2008	S	14	D	\$ 43.063	350	I	Bratenahl Investments, Ltd.
Common Stock	02/01/2008	S	84	D	\$ 43.065	266	I	Bratenahl Investments, Ltd.
Common Stock	02/01/2008	S	14	D	\$ 43.082	252	I	Bratenahl Investments, Ltd.
Common Stock	02/01/2008	S	14	D	\$ 43.084	238	I	Bratenahl Investments, Ltd.
Common Stock	02/01/2008	S	28	D	\$ 43.094	210	I	Bratenahl Investments, Ltd.
Common Stock	02/01/2008	S	14	D	\$ 43.1	196	I	Bratenahl Investments, Ltd.

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)

