

TransDigm Group INC
 Form 4
 April 03, 2008

FORM 4

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

OMB APPROVAL

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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)
 04/01/2008

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 | (A) or (D) | Price | | | |
| Common Stock | 04/01/2008 | | S | | 70 | D | \$ 38.22 | 644 | I | Bratenahl Investments, Ltd. |
| Common Stock | 04/01/2008 | | S | | 28 | D | \$ 38.23 | 616 | I | Bratenahl Investments, Ltd. |
| Common Stock | 04/01/2008 | | S | | 70 | D | \$ 38.24 | 546 | I | Bratenahl Investments, Ltd. |
| Common Stock | 04/01/2008 | | S | | 42 | D | \$ 38.25 | 504 | I | Bratenahl Investments, |

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| | | | | | | | | |
|--------------|------------|---|--------|---|----------|--------|---|-------------------------------------|
| Common Stock | 04/01/2008 | S | 56 | D | \$ 38.26 | 448 | I | Ltd. Bratenahl Investments, Ltd. |
| Common Stock | 04/01/2008 | S | 14 | D | \$ 38.27 | 434 | I | Bratenahl Investments, Ltd. |
| Common Stock | 04/01/2008 | S | 42 | D | \$ 38.28 | 392 | I | Bratenahl Investments, Ltd. |
| Common Stock | 04/01/2008 | S | 56 | D | \$ 38.31 | 336 | I | Bratenahl Investments, Ltd. |
| Common Stock | 04/01/2008 | S | 84 | D | \$ 38.32 | 252 | I | Bratenahl Investments, Ltd. |
| Common Stock | 04/01/2008 | S | 70 | D | \$ 38.33 | 182 | I | Bratenahl Investments, Ltd. |
| Common Stock | 04/01/2008 | S | 42 | D | \$ 38.34 | 140 | I | Bratenahl Investments, Ltd. |
| Common Stock | 04/01/2008 | S | 28 | D | \$ 38.35 | 112 | I | Bratenahl Investments, Ltd. |
| Common Stock | 04/01/2008 | S | 28 | D | \$ 38.36 | 84 | I | Bratenahl Investments, Ltd. |
| Common Stock | 04/01/2008 | S | 28 | D | \$ 38.37 | 56 | I | Bratenahl Investments, Ltd. |
| Common Stock | 04/01/2008 | S | 14 | D | \$ 38.38 | 42 | I | Bratenahl Investments, Ltd. |
| Common Stock | 04/01/2008 | S | 14 | D | \$ 38.39 | 28 | I | Bratenahl Investments, Ltd. |
| Common Stock | 04/01/2008 | S | 28 | D | \$ 38.4 | 0 | I | Bratenahl Investments, Ltd. |
| Common Stock | 04/01/2008 | M | 26,785 | A | \$ 6.68 | 26,785 | D | |
| | 04/01/2008 | S | 86 | D | \$ 36.67 | 26,699 | D | |

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| | | | | | | | |
|--------------|------------|---|-----|---|-----------|--------|---|
| Common Stock | | | | | | | |
| Common Stock | 04/01/2008 | S | 172 | D | \$ 36.69 | 26,527 | D |
| Common Stock | 04/01/2008 | S | 86 | D | \$ 36.7 | 26,441 | D |
| Common Stock | 04/01/2008 | S | 86 | D | \$ 36.717 | 26,355 | D |
| Common Stock | 04/01/2008 | S | 516 | D | \$ 36.72 | 25,839 | D |
| Common Stock | 04/01/2008 | S | 86 | D | \$ 36.96 | 25,753 | D |
| Common Stock | 04/01/2008 | S | 258 | D | \$ 36.97 | 25,495 | D |
| Common Stock | 04/01/2008 | S | 172 | D | \$ 36.98 | 25,323 | D |
| Common Stock | 04/01/2008 | S | 430 | D | \$ 36.99 | 24,893 | D |
| Common Stock | 04/01/2008 | S | 602 | D | \$ 37 | 24,291 | D |
| Common Stock | 04/01/2008 | S | 83 | D | \$ 37.01 | 24,208 | D |
| Common Stock | 04/01/2008 | S | 430 | D | \$ 37.02 | 23,778 | D |

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 Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Stock Option \$ 6.68 04/01/2008 M 26,785 09/30/2004 08/05/2013 Common Stock 26,785

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Howley W Nicholas 1301 EAST NINTH STREET SUITE 3710 CLEVELAND, OH 44114 | | | Chief Executive Officer | |

Signatures

Halle Fine Terrion as attorney in fact for W. Nicholas
Howley 04/03/2008

__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).

Remarks:

All transactions reported hereunder made pursuant to an established 10b5-1 plan.

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.