BARR DAVID Form 4 March 24, 2009

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005 Estimated average burden hours per

Form 5 obligations may continue. See Instruction

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

0.5 response...

1(b).

(Print or Type Responses)

1. Name and Ad BARR DAV	•	rting Person *	2. Issuer Name and Ticker or Trading Symbol TransDigm Group INC [TDG]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			
466 LEXINGTON AVENUE			(Month/Day/Year) 03/23/2009	_X_ Director 10% Owner Officer (give title below) Other (specify below)		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person		
NY, NY 10017				Form filed by More than One Reporting Person		

(City)	(State) (Z	Table	I - Non-De	rivative Secur	ities A	cquire	ed, Disposed of, o	or Beneficially	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Transactiomr Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)				Securities	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock, par value \$0.01 per share (1)	03/23/2009		J <u>(1)</u>	1,351,183	D	\$ 0 (1)	7,332,018	I	See footnote (1)
Common Stock, par value \$0.01 per share (2)							2,778	D	
Common Stock, par value \$0.01 per share							28,712	D	

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Common Stock

(restricted), 787 D par value

\$0.01 per share (3)

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)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisab	le and	7. Title and A	Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration Date		Underlying S	ecurities
Security	or Exercise		any	Code	of	(Month/Day/Year	•)	(Instr. 3 and 4	4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e			
	Derivative				Securities				
	Security				Acquired				
					(A) or				
					Disposed				
					of (D)				
					(Instr. 3,				
					4, and 5)				
									A
							E		Amount
				C = V		Date Exercisable	Expiration Date	Title	or
					(A) (D)				Number
				Code V	(A) (D)				of Shares

Stock

Options Common 09/30/2009(4) 11/17/2018 \$ 27.08 15,900 Stock

(right to

buy) (4)

Reporting Owners

Relationships Reporting Owner Name / Address

Director 10% Owner Officer Other

BARR DAVID 466 LEXINGTON AVENUE X

NY, NY 10017

Signatures

David Barr by: Scott A. Arenare Attorney-In-Fact /s/ Scott A. 03/24/2009 Arenare

**Signature of Reporting Person Date

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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) See Exhibit 99.1.
- (2) Receipt of stock in lieu of payment of semi-annual director fee, based on fair market value in accordance with the 2006 Stock Incentive Plan.
- Receipt of stock in respect of annual grant of restricted stock to directors with the number of shares determined based on the fair market value of the stock on the date of grant. Subject to forfeiture; forfeiture provisions lapse as to one-third of the stock on each of the first, second and third anniversaries of the date of grant.
- (4) Vest based on the achievement of annual and cumulative per share operating performance targets between fiscal 2009 and fiscal 2013. 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.