

TransDigm Group INC
Form 3
March 14, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Â Riley James M

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

03/14/2006

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

4. Relationship of Reporting
Person(s) to Issuer

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

(Check all applicable)

___ Director ___ 10% Owner

X Officer ___ Other

(give title below) (specify below)

Pres. (Aerocontrollex Group)

6. Individual or Joint/Group

Filing(Check Applicable Line)

X Form filed by One Reporting
Person

___ Form filed by More than One
Reporting Person

AEROCONTROLEX
GROUP,Â 313 GILLET
STREET

(Street)

PAINESVILLE,Â OHÂ 44077

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.**

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and
Expiration Date
(Month/Day/Year)

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

4. Conversion
or Exercise
Price of
Derivative
Security

5. Ownership
Form of
Derivative
Security:
Direct (D)

6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

Date
Exercisable

Expiration
Date

Title

Amount or
Number of

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				Shares		or Indirect (I) (Instr. 5)	
Stock Options	07/22/2003	07/19/2012	Common Stock	22,239	\$ 3.35	D	Â
Stock Options	07/22/2003	01/01/2010	Common Stock	59,602	\$ 2.34	D	Â
Stock Options ⁽¹⁾	09/30/2004	08/05/2013	Common Stock	59,840	\$ 6.68	D	Â
Stock Options ⁽²⁾	08/05/2003	08/05/2013	Common Stock	14,960	\$ 6.68	D	Â
Stock Options ⁽³⁾	09/30/2005	12/30/2014	Common Stock	17,952	\$ 8.52	D	Â
Stock Options ⁽⁴⁾	12/30/2004	12/30/2014	Common Stock	4,488	\$ 8.52	D	Â
Stock Options	09/28/2005	01/01/2010	Common Stock	3,515	\$ 13.37	D	Â
Stock Options	09/28/2005	08/05/2013	Common Stock	299	\$ 13.37	D	Â
Stock Options ⁽⁵⁾	09/30/2006	10/01/2015	Common Stock	71,808	\$ 13.37	D	Â
Stock Options ⁽⁶⁾	10/01/2005	10/01/2015	Common Stock	17,952	\$ 13.37	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Riley James M AEROCONTROLEX GROUP 313 GILLET STREET PAINESVILLE, OH 44077	Â	Â	Â Pres. (Aerocontrolex Group)	Â

Signatures

Deanna M. Campbell, Attorney-in-Fact for James M
Riley 03/14/2006

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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) Vesting is based on achievement of annual and cumulative performance metrics at 10% for each year from 2004 to 2008, then at 50% in 2008; subject to accelerated vesting upon sales of shares of common stock by certain investors of issuer.
- (2) Vests over time in 20% increments starting on grant date and annually on next four anniversary dates.

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- (3) Vesting is based on achievement of annual and cumulative performance metrics at 12.5% for each year from 2005 to 2008, then at 50% in 2008; subject to accelerated vesting upon sales of shares of common stock by certain investors of issuer.
- (4) Vests over time in 25% increments starting on grant date and annually on next three anniversary dates.
- (5) Vesting is based on achievement of annual and cumulative performance metrics at 16.66% for each year from 2006 to 2008, then at 50% in 2008; subject to accelerated vesting upon sales of shares of common stock by certain investors of issuer.
- (6) Vests over time in 33.33% increments starting on grant date and annually on next two anniversary dates.

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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