

TransDigm Group INC  
Form 4  
February 11, 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 \*  
Rodriguez Albert J

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)  
MARATHONNORCO  
AEROSPACE, INC., 8233  
IMPERIAL DRIVE  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/08/2008

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
Exec. V.P., Mergers & Aquis.

WACO, TX 76712

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
\_\_\_ Form filed by More than One Reporting Person

(City) (State) (Zip)

**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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	02/08/2008		M		19,600 A \$ 2.38	19,600	D
Common Stock	02/08/2008		S		600 D \$ 38.83	19,000	D
Common Stock	02/08/2008		S		200 D \$ 38.87	18,800	D
Common Stock	02/08/2008		S		100 D \$ 39.01	18,700	D
Common Stock	02/08/2008		S		200 D \$ 39.03	18,500	D

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Common Stock	02/08/2008	S	100	D	\$ 39.1	18,400	D
Common Stock	02/08/2008	S	100	D	\$ 39.19	18,300	D
Common Stock	02/08/2008	S	100	D	\$ 39.21	18,200	D
Common Stock	02/08/2008	S	100	D	\$ 39.6	18,100	D
Common Stock	02/08/2008	S	100	D	\$ 39.64	18,000	D
Common Stock	02/08/2008	S	1,000	D	\$ 39.77	17,000	D
Common Stock	02/08/2008	S	100	D	\$ 40	16,900	D
Common Stock	02/08/2008	S	100	D	\$ 40.02	16,800	D
Common Stock	02/08/2008	S	200	D	\$ 40.045	16,600	D
Common Stock	02/08/2008	S	100	D	\$ 40.05	16,500	D
Common Stock	02/08/2008	S	100	D	\$ 40.06	16,400	D
Common Stock	02/08/2008	S	100	D	\$ 40.07	16,300	D
Common Stock	02/08/2008	S	500	D	\$ 40.12	15,800	D
Common Stock	02/08/2008	S	300	D	\$ 40.146	15,500	D
Common Stock	02/08/2008	S	200	D	\$ 40.15	15,300	D
Common Stock	02/08/2008	S	100	D	\$ 40.155	15,200	D
Common Stock	02/08/2008	S	100	D	\$ 40.16	15,100	D
Common Stock	02/08/2008	S	100	D	\$ 40.18	15,000	D
Common Stock	02/08/2008	S	200	D	\$ 40.19	14,800	D
Common Stock	02/08/2008	S	100	D	\$ 40.206	14,700	D
	02/08/2008	S	200	D	\$ 40.21	14,500	D

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Common Stock							
Common Stock	02/08/2008		S	100	D	\$ 40.232	14,400 D
Common Stock	02/08/2008		S	100	D	\$ 40.255	14,300 D
Common Stock	02/08/2008		S	100	D	\$ 40.27	14,200 D
Common Stock	02/08/2008		S	100	D	\$ 40.301	14,100 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	\$ 2.38	02/08/2008		M	19,600	07/22/2003	01/01/2010	Common Stock	19,600

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

Rodriguez Albert J  
MARATHONNORCO AEROSPACE, INC.  
8233 IMPERIAL DRIVE  
WACO, TX 76712

Exec. V.P., Mergers & Aquis.

## Signatures

Halle Fine Terrion as attorney in fact for Albert  
Rodriguez

02/11/2008

\_\_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.

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