

Howley W Nicholas  
Form 4  
May 05, 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)  
05/01/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_ Other (specify below)  
Chief Executive Officer

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ 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	05/01/2008		S		258 D \$ 37.96	344	D
Common Stock	05/01/2008		S		258 D \$ 37.97	86	D
Common Stock	05/01/2008		S		86 D \$ 37.98	0	D
Common Stock	05/01/2008		S		100 D \$ 37.67	6,950	I
Common Stock	05/01/2008		S		200 D \$ 37.85	6,750	I
							The Howley Family Foundation
							The Howley Family

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Common Stock	05/01/2008	S	110	D	\$ 37.86	6,640	I	Foundation The Howley Family Foundation
Common Stock	05/01/2008	M	4,352	A	\$ 0.79	4,352	I	Bratenahl Investments, Ltd.
Common Stock	05/01/2008	S	70	D	\$ 37.17	4,282	I	Bratenahl Investments, Ltd.
Common Stock	05/01/2008	S	84	D	\$ 37.22	4,198	I	Bratenahl Investments, Ltd.
Common Stock	05/01/2008	S	14	D	\$ 37.226	4,184	I	Bratenahl Investments, Ltd.
Common Stock	05/01/2008	S	42	D	\$ 37.23	4,142	I	Bratenahl Investments, Ltd.
Common Stock	05/01/2008	S	41	D	\$ 37.24	4,101	I	Bratenahl Investments, Ltd.
Common Stock	05/01/2008	S	43	D	\$ 37.25	4,058	I	Bratenahl Investments, Ltd.
Common Stock	05/01/2008	S	56	D	\$ 37.26	4,002	I	Bratenahl Investments, Ltd.
Common Stock	05/01/2008	S	14	D	\$ 37.27	3,988	I	Bratenahl Investments, Ltd.
Common Stock	05/01/2008	S	14	D	\$ 37.271	3,974	I	Bratenahl Investments, Ltd.
Common Stock	05/01/2008	S	14	D	\$ 37.28	3,960	I	Bratenahl Investments, Ltd.
Common Stock	05/01/2008	S	28	D	\$ 37.284	3,932	I	Bratenahl Investments, Ltd.
Common Stock	05/01/2008	S	14	D	\$ 37.286	3,918	I	Bratenahl Investments, Ltd.

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Common Stock	05/01/2008		S	28	D	\$ 37.29	3,890	I	Bratenahl Investments, Ltd.
Common Stock	05/01/2008		S	14	D	\$ 37.294	3,876	I	Bratenahl Investments, Ltd.
Common Stock	05/01/2008		S	56	D	\$ 37.3	3,820	I	Bratenahl Investments, Ltd.
Common Stock	05/01/2008		S	38	D	\$ 37.31	3,782	I	Bratenahl Investments, Ltd.
Common Stock	05/01/2008		S	42	D	\$ 37.32	3,740	I	Bratenahl Investments, Ltd.
Common Stock	05/01/2008		S	84	D	\$ 37.33	3,656	I	Bratenahl Investments, Ltd.
Common Stock	05/01/2008		S	28	D	\$ 37.34	3,628	I	Bratenahl Investments, Ltd.
Common Stock	05/01/2008		S	14	D	\$ 37.35	3,614	I	Bratenahl Investments, Ltd.
Common Stock	05/01/2008		S	4	D	\$ 37.36	3,610	I	Bratenahl Investments, Ltd.
Common Stock	05/01/2008		S	42	D	\$ 37.37	3,568	I	Bratenahl Investments, Ltd.
Common Stock	05/01/2008		S	28	D	\$ 37.38	3,540	I	Bratenahl Investments, Ltd.

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. D S
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 0.79	05/01/2008	M				4,352		07/22/2003	01/01/2010	Common Stock	4,352

## 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	05/05/2008
**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.

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