

TransDigm Group INC
Form 4/A
July 08, 2008

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Rodriguez Albert J

(Last) (First) (Middle)

MARATHONNORCO
AEROSPACE, INC., 8233
IMPERIAL DRIVE

(Street)

WACO, TX 76712

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
06/09/2008

4. If Amendment, Date Original
Filed(Month/Day/Year)
06/10/2008

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	06/09/2008		M		19,600	A	\$ 2.38	19,600	D
Common Stock	06/09/2008		S		100	D	\$ 37.61	19,500	D
Common Stock	06/09/2008		S		100	D	\$ 37.717	19,400	D
Common Stock	06/09/2008		S		300	D	\$ 37.75	19,100	D
Common Stock	06/09/2008		S		600	D	\$ 37.8	18,500	D

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Common Stock	06/09/2008	S	100	D	\$ 38.01	18,400	D
Common Stock	06/09/2008	S	100	D	\$ 38.1	18,300	D
Common Stock	06/09/2008	S	700	D	\$ 38.17	17,600	D
Common Stock	06/09/2008	S	100	D	\$ 38.301	17,500	D
Common Stock	06/09/2008	S	100	D	\$ 38.31	17,400	D
Common Stock	06/09/2008	S	3,100	D	\$ 38.32	14,300	D
Common Stock	06/09/2008	S	600	D	\$ 38.33	13,700	D
Common Stock	06/09/2008	S	100	D	\$ 38.338	13,600	D
Common Stock	06/09/2008	S	600	D	\$ 38.34	13,000	D
Common Stock	06/09/2008	S	800	D	\$ 38.35	12,200	D
Common Stock	06/09/2008	S	300	D	\$ 38.36	11,900	D
Common Stock	06/09/2008	S	200	D	\$ 38.37	11,700	D
Common Stock	06/09/2008	S	100	D	\$ 38.38	11,600	D
Common Stock	06/09/2008	S	200	D	\$ 38.4	11,400	D
Common Stock	06/09/2008	S	100	D	\$ 38.41	11,300	D
Common Stock	06/09/2008	S	1,100	D	\$ 38.42	10,200	D
Common Stock	06/09/2008	S	900	D	\$ 38.43	9,300	D
Common Stock	06/09/2008	S	600	D	\$ 38.44	8,700	D
Common Stock	06/09/2008	S	100	D	\$ 38.45	8,600	D
Common Stock	06/09/2008	S	300	D	\$ 38.49	8,300	D
	06/09/2008	S	300	D	\$ 38.5	8,000	D

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Common
Stock

Common Stock	06/09/2008	S	200	D	\$ 38.51	7,800	D
Common Stock	06/09/2008	S	600	D	\$ 38.53	7,200	D
Common Stock	06/09/2008	S	100	D	\$ 38.54	7,100	D
Common Stock	06/09/2008	S	800	D	\$ 38.55	6,300	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	06/09/2008		M <u>(1)</u>			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

07/08/2008

__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).
- (1) Exercise was inadvertently omitted from Derivative Securities section of Form 4 filed 6/10/2008, although acquisition of shares (code M) was reported under Non-Derivative Securities section of said Form 4.

Remarks:

All transactions reported 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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