TransDigm Group INC Form 4 December 04, 2007

Check this box

if no longer

subject to

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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OMB APPROVAL

Section 16. Form 4 or Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person * Howley W Nicholas

(First)

(Middle)

(Zin)

1301 EAST NINTH STREET, SUITE 3710

(Street)

(State)

2. Issuer Name and Ticker or Trading Symbol

TransDigm Group INC [TDG]

3. Date of Earliest Transaction (Month/Day/Year) 12/03/2007

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 _ 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

CLEVELAND, OH 44114

(City)	(State)	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. Transactic Code (Instr. 8)	4. Securion(A) or D (Instr. 3,	ispose 4 and (A) or	d of (D)	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)	
Common Stock	12/03/2007		S	29	D	\$ 48.43	348	I	Bratenahl Investments, Ltd.	
Common Stock	12/03/2007		S	10	D	\$ 48.5	338	I	Bratenahl Investments, Ltd.	
Common Stock	12/03/2007		S	59	D	\$ 48.51	279	I	Bratenahl Investments, Ltd.	
Common Stock	12/03/2007		S	157	D	\$ 48.53	122	I	Bratenahl Investments,	

								Ltd.
Common Stock	12/03/2007	S	14	D	\$ 48.54	108	I	Bratenahl Investments, Ltd.
Common Stock	12/03/2007	S	14	D	\$ 48.55	94	I	Bratenahl Investments, Ltd.
Common Stock	12/03/2007	S	24	D	\$ 48.56	70	I	Bratenahl Investments, Ltd.
Common Stock	12/03/2007	S	14	D	\$ 48.59	56	I	Bratenahl Investments, Ltd.
Common Stock	12/03/2007	S	56	D	\$ 48.71	0	I	Bratenahl Investments, Ltd.
Common Stock	12/03/2007	S	100	D	\$ 45.44	9,000	I	The Howley Family Foundation
Common Stock	12/03/2007	S	50	D	\$ 45.46	8,950	I	The Howley Family Foundation
Common Stock	12/03/2007	S	200	D	\$ 45.47	8,750	I	The Howley Family Foundation
Common Stock	12/03/2007	S	60	D	\$ 45.51	8,690	I	The Howley Family Foundation

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

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SEC 1474 (9-02)

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 Exercisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration Date	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/Year)	Underlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e	Securities	(Instr. 5)	Bene
	Derivative				Securities	3	(Instr. 3 and 4)		Owne
	Security				Acquired				Follo
					(A) or				Repo
					Disposed				Trans
					of (D)				(Instr

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(Instr. 3, 4, and 5)

Date Expiration or Number of Shares

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

12/04/2007

**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 were 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. 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.

Reporting Owners 3