

Henderson Robert S
 Form 4
 February 20, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
 Henderson Robert S

(Last) (First) (Middle)
 ADELWIGGINS GROUP, 5000
 TRIGGS STREET
 (Street)

LOS ANGELES, CA 90022

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
 02/19/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing (Check Applicable Line)
 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	02/19/2008		M		12,491 A \$ 13.37	12,491	D
Common Stock	02/19/2008		M		23,070 A \$ 2.34	35,561	D
Common Stock	02/19/2008		S		100 D \$ 39.17	35,461	D
Common Stock	02/19/2008		S		200 D \$ 39.18	35,261	D
Common Stock	02/19/2008		S		100 D \$ 39.19	35,161	D

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Common Stock	02/19/2008	S	100	D	\$ 39.2	35,061	D
Common Stock	02/19/2008	S	900	D	\$ 39.21	34,161	D
Common Stock	02/19/2008	S	400	D	\$ 39.22	33,761	D
Common Stock	02/19/2008	S	200	D	\$ 39.25	33,561	D
Common Stock	02/19/2008	S	500	D	\$ 39.26	33,061	D
Common Stock	02/19/2008	S	200	D	\$ 39.27	32,861	D
Common Stock	02/19/2008	S	100	D	\$ 39.28	32,761	D
Common Stock	02/19/2008	S	700	D	\$ 39.3	32,061	D
Common Stock	02/19/2008	S	1,100	D	\$ 39.31	30,961	D
Common Stock	02/19/2008	S	1,300	D	\$ 39.32	29,661	D
Common Stock	02/19/2008	S	400	D	\$ 39.325	29,261	D
Common Stock	02/19/2008	S	1,200	D	\$ 39.33	28,061	D
Common Stock	02/19/2008	S	2,500	D	\$ 39.34	25,561	D
Common Stock	02/19/2008	S	2,100	D	\$ 39.35	23,461	D
Common Stock	02/19/2008	S	1,200	D	\$ 39.36	22,261	D
Common Stock	02/19/2008	S	1,100	D	\$ 39.37	21,161	D
Common Stock	02/19/2008	S	500	D	\$ 39.38	20,661	D
Common Stock	02/19/2008	S	1,100	D	\$ 39.39	19,561	D
Common Stock	02/19/2008	S	4,000	D	\$ 39.4	15,561	D
Common Stock	02/19/2008	S	1,200	D	\$ 39.41	14,361	D
	02/19/2008	S	1,500	D	\$ 39.42	12,861	D

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Common Stock							
Common Stock	02/19/2008		S	800	D	\$ 39.43	12,061 D
Common Stock	02/19/2008		S	1,000	D	\$ 39.44	11,061 D
Common Stock	02/19/2008		S	2,561	D	\$ 39.45	8,500 D
Common Stock	02/19/2008		S	900	D	\$ 39.46	7,600 D

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 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	\$ 2.34	02/19/2008		M	23,070	07/22/2003	01/01/2010	Common Stock	23,070
Stock Option	\$ 13.37	02/19/2008		M	12,491	09/28/2005	01/01/2010	Common Stock	12,491

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Henderson Robert S ADELWIGGINS GROUP 5000 TRIGGS STREET LOS ANGELES, CA 90022			Exec.V.P. & Pres., AdelWiggins	

Signatures

Halle Fine Terrion as attorney in fact for Robert
Henderson

02/20/2008

__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).

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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