Iversen Bernt G II Form 4 March 03, 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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 obligations may continue. See Instruction 1(b).

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

2. Issuer Name and Ticker or Trading

TransDigm Group INC [TDG]

3. Date of Earliest Transaction

(Print or Type Responses)

1. Name and Address of Reporting Person *

Iversen Bernt G II

(Last)

(First) (Middle)

CHAMPION AEROSPACE

LLC, 1230 OLD NORRIS ROAD

(Street) 4. If Amendment, Date Original

Symbol

Filed(Month/Day/Year)

(Month/Day/Year)

03/03/2008

OMB APPROVAL

OMB Number:

3235-0287

Expires:

January 31, 2005

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response...

0.5

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director _____ 10% Owner

_____ Officer (give title _____ Other (specify below)

Pres., Champion Aerospace LLC

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person
___ Form filed by More than One Reporting
Person

Person

LIBERTY, SC 29657

(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative	Secui	rities Acqu	ired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	(A)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	03/03/2008		M	5,700	A	\$ 6.68	5,700	D	
Common Stock	03/03/2008		S	100	D	\$ 38.6	5,600	D	
Common Stock	03/03/2008		S	100	D	\$ 38.692	5,500	D	
Common Stock	03/03/2008		S	1,100	D	\$ 38.75	4,400	D	
Common Stock	03/03/2008		S	500	D	\$ 38.76	3,900	D	

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Common Stock	03/03/2008	S	100	D	\$ 38.78 3,800	D
Common Stock	03/03/2008	S	100	D	\$ 38.81 3,700	D
Common Stock	03/03/2008	S	300	D	\$ 38.8 3,400	D
Common Stock	03/03/2008	S	200	D	\$ 38.82 3,200	D
Common Stock	03/03/2008	S	500	D	\$ 38.84 2,700	D
Common Stock	03/03/2008	S	900	D	\$ 38.85 1,800	D
Common Stock	03/03/2008	S	400	D	\$ 38.86 1,400	D
Common Stock	03/03/2008	S	500	D	\$ 38.87 900	D
Common Stock	03/03/2008	S	500	D	\$ 38.88 400	D
Common Stock	03/03/2008	S	200	D	\$ 38.9 200	D
Common Stock	03/03/2008	S	100	D	\$ 38.91 100	D
Common Stock	03/03/2008	S	100	D	\$ 38.92 0	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	2.	3. Transaction Date	3A. Deemed	4. 5. Number		6. Date Exercisable and		7. Title and Amount of		
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction Derivative		Expiration Date		Underlying Securities		
Security	or Exercise		any	Code Securities		(Month/Day/Year)		(Instr. 3 and 4)		
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	(Instr. 8) Acquired					
	Derivative				(A) or					
	Security				Disp	osed of				
					(D)					
					(Instr. 3, 4,					
					and 5)					
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of

D

Shares

Stock Option \$ 6.68 03/03/2008 M 5,700 09/30/2004 08/05/2013 Common Stock 5,700

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Iversen Bernt G II CHAMPION AEROSPACE LLC 1230 OLD NORRIS ROAD LIBERTY, SC 29657

Pres., Champion Aerospace LLC

Signatures

Halle Fine Terrion as attorney in fact for Bernt G.

103/03/2008

**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. 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.

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