Howley W Nicholas Form 4 May 05, 2008

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

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if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

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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 See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Howley W Nicholas			2. Issuer Name and Ticker or Trading Symbol TransDigm Group INC [TDG]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)		
(Last)	(First) (Middle) 3. Date of Earliest Transaction					
1201 EACEN	INTELL		(Month/Day/Year)	Director 10% Owner X Officer (give title Other (specify		
1301 EAST NINTH STREET, SUITE 3710			05/01/2008	below)  Chief Executive Officer		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
CLEVELANI	O, OH 44114	Į.	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) 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. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)  (A) or			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	05/01/2008		Code V S	Amount 258	(D)	Price \$ 37.96	·	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	The Howley Family Foundation	
Common Stock	05/01/2008		S	200	D	\$ 37.85	6,750	I	The Howley Family	

								Foundation
Common Stock	05/01/2008	S	110	D	\$ 37.86	6,640	I	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.

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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SEC 1474 (9-02)

# $\label{thm:convertible} \textbf{Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned} \\ \textit{(e.g., puts, calls, warrants, options, convertible securities)}$

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	Transactio	onof Derivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

 $\mathbf{D}$ 

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(Instr. 3) Price of (Month/Day/Year) (Instr. 8) Acquired Derivative (A) or Security Disposed of (D) (Instr. 3, 4, and 5) (D) Expiration Code V (A) Title Amount Date Exercisable Date or Number of Shares Stock Common 4,352 07/22/2003 01/01/2010 \$ 0.79 05/01/2008 M 4,352 Stock Option

## **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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