Iversen Bernt G II Form 4/A August 01, 2008

FORM 4

subject to

Section 16.

Form 4 or

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

Check this box if no longer

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005 Estimated average burden hours per

OMB APPROVAL

3235-0287

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OMB

Number:

response...

Form 5 obligations may continue. See Instruction

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(b).

(Last)

1. Name and Address of Reporting Person * Iversen Bernt G II

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Middle)

TransDigm Group INC [TDG]

(Check all applicable)

CHAMPION AEROSPACE

(First)

3. Date of Earliest Transaction

(Month/Day/Year) 06/30/2008

Director 10% Owner X_ Officer (give title Other (specify below) below)

LLC. 1230 OLD NORRIS ROAD (Street)

4. If Amendment, Date Original

Filed(Month/Day/Year) 06/30/2008

6. Individual or Joint/Group Filing(Check

Pres., Champion Aerospace LLC

Applicable Line)

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

LIBERTY, SC 29657

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial

(I) Ownership (Instr. 4) (Instr. 4)

(A)

Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Conversion Security or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number Transaction of Derivative Expiration Date Securities Code

6. Date Exercisable and (Month/Day/Year)

7. Title and Amount of 8 Underlying Securities (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	(A) Dis	sposed of str. 3, 4,					(
				Code V	/ (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option	\$ 6.68	06/30/2008		M		4,643	09/30/2004	08/05/2013	Common Stock	4,643	
Stock Option	\$ 6.68	06/30/2008		M		1,057	08/05/2003	08/05/2013	Common Stock	1,057	

Reporting Owners

Reporting Owner Name / Address

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 attroney in fact for Bernt G.

108/01/2008

**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:

This amendment is being filed to correct the previous filing regarding the exercise of 5,700 options. 5,700 options were origing 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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