Edgar Filing: TransDigm Group INC - Form 4

TransDigm Form 4 August 14, 2											
OMB APPROVAL											
Check th	Washington, D.C. 20549								OMB Number:	3235-0287	
if no lon	ger		ECHAN		Expires:	January 31, 2005					
subject t Section Form 4 d	16.	STATEMENT OF CHANGES IN BENEFICIAL OWN SECURITIES							Estimated as burden hour	average Irs per	
Form 5 Filed pursuant to Section 16(a) of t				6(a) of th	e Securi	ties E	Exchange	response	0.5		
obligations may continue.Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940 1(b).											
(Print or Type	Responses)										
II. a demonstra Deducate C			2. Issue Symbol	2. Issuer Name and Ticker or Trading Symbol				5. Relationship of Reporting Person(s) to Issuer			
			TransDigm Group INC [TDG]]	(Check all applicable)			
(Last)	(First)						(chief)				
			(Month/Day/Year) 08/13/2008					Director 10% Owner X Officer (give title Other (specify below) Exec.V.P.			
			4. If Ame	4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
			Filed(Mor								
					Form filed by M	y More than One Reporting					
(City)	(State)	(Zip)	Tab	le I - Non-I	Derivative	Secu	rities Acqu	iired, 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)			3.4. Securities AcquiredTransactior(A) or Disposed of (D)Code(Instr. 3, 4 and 5)(Instr. 8)				5. Amount of Securities Beneficially Owned Following	OwnershipIncForm: DirectBe(D) orOvIndirect (I)(Inc	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
					Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)		
Common Stock	08/13/2008			М	3,000	А	\$ 2.34	3,000	D		
Common Stock	08/13/2008			S	3,000	D	\$ 36.026 (1)	0	D		

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 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. Transactio Code (Instr. 8)	5. Number on f Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)				8. D S (I
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option	\$ 2.34	08/13/2008		М	3,000	07/22/2003	01/01/2010	Common Stock	3,000	

Reporting Owners

Reporting Owner Name / Address		Relation						
r o	Director	10% Owner	Officer	Other				
Henderson Robert S ADELWIGGINS GROUP 5000 TRIGGS STREET LOS ANGELES, CA 90022			Exec.V.P.					
Signatures								
/s/Halle Fine Terrion as attorne Henderson	y in fact f	or Robert S.		08/14/2008				

**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).

Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$35.70 - \$36.67.
(1) The reporting person hereby undertakes, upon request of the Commission, the issuer or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price.

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.