

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person * <u>Rodriguez Albert J</u>  (Last) (First) (Middle) MARATHONNORCO AEROSPACE, INC. 8233 IMPERIAL DRIVE  (Street) WACO TX 76712  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>TransDigm Group INC [ TDG ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Exec. V.P., Mergers &amp; Aquis.</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/08/2008</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/08/2008		M		19,600	A	\$2.38	19,600	D	
Common Stock	01/08/2008		S		100	D	\$43.12	19,500	D	
Common Stock	01/08/2008		S		100	D	\$43.17	19,400	D	
Common Stock	01/08/2008		S		100	D	\$43.176	19,300	D	
Common Stock	01/08/2008		S		300	D	\$43.19	19,000	D	
Common Stock	01/08/2008		S		100	D	\$43.21	18,900	D	
Common Stock	01/08/2008		S		100	D	\$43.23	18,800	D	
Common Stock	01/08/2008		S		100	D	\$43.255	18,700	D	
Common Stock	01/08/2008		S		400	D	\$43.26	18,300	D	
Common Stock	01/08/2008		S		100	D	\$43.287	18,200	D	
Common Stock	01/08/2008		S		200	D	\$43.31	18,000	D	
Common Stock	01/08/2008		S		200	D	\$43.32	17,800	D	
Common Stock	01/08/2008		S		100	D	\$43.33	17,700	D	
Common Stock	01/08/2008		S		100	D	\$43.34	17,600	D	
Common Stock	01/08/2008		S		200	D	\$43.35	17,400	D	
Common Stock	01/08/2008		S		100	D	\$43.36	17,300	D	
Common Stock	01/08/2008		S		100	D	\$43.37	17,200	D	
Common Stock	01/08/2008		S		100	D	\$43.375	17,100	D	
Common Stock	01/08/2008		S		200	D	\$43.38	16,900	D	
Common Stock	01/08/2008		S		100	D	\$43.384	16,800	D	
Common Stock	01/08/2008		S		500	D	\$43.39	16,300	D	
Common Stock	01/08/2008		S		100	D	\$43.405	16,200	D	
Common Stock	01/08/2008		S		200	D	\$43.45	16,000	D	
Common Stock	01/08/2008		S		200	D	\$43.46	15,800	D	
Common Stock	01/08/2008		S		100	D	\$43.5	15,700	D	
Common Stock	01/08/2008		S		100	D	\$43.6	15,600	D	
Common Stock	01/08/2008		S		611	D	\$43.62	14,989	D	
Common Stock	01/08/2008		S		500	D	\$43.65	14,489	D	
Common Stock	01/08/2008		S		300	D	\$43.66	14,189	D	

**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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/08/2008		S		100	D	\$43.68	14,089	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option	\$2.38	01/08/2008		M			19,600	07/22/2003	01/01/2010	Common Stock	19,600	\$2.38	143,996	D	

Explanation of Responses:

**Remarks:**

All transactions reported hereunder made pursuant to an established 10b5-1 plan.

Halle Fine Terrion as attorney-  
in-fact for Albert J. Rodriguez    01/09/2008

\*\* Signature of Reporting Person                      Date

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

\* 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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