

**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
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1. Name and Address of Reporting Person* <u>McClelland Ralph</u>  (Last) (First) (Middle) MARATHONNORCO AEROSPACE, INC. PO BOX 8233, 8301 IMPERIAL DRIVE  (Street) WACO TX 76714-8233  (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>Pres., MarathonNorco Aerospace</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/09/2008</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	01/09/2008		M		3,500	A	\$6.68	4,000	D	
Common Stock	01/09/2008		S		100	D	\$41.85	3,900	D	
Common Stock	01/09/2008		S		100	D	\$41.93	3,800	D	
Common Stock	01/09/2008		S		100	D	\$42.13	3,700	D	
Common Stock	01/09/2008		S		100	D	\$42.27	3,600	D	
Common Stock	01/09/2008		S		400	D	\$42.32	3,200	D	
Common Stock	01/09/2008		S		200	D	\$42.4	3,000	D	
Common Stock	01/09/2008		S		200	D	\$42.42	2,800	D	
Common Stock	01/09/2008		S		200	D	\$42.44	2,600	D	
Common Stock	01/09/2008		S		100	D	\$42.47	2,500	D	
Common Stock	01/09/2008		S		100	D	\$42.48	2,400	D	
Common Stock	01/09/2008		S		100	D	\$42.49	2,300	D	
Common Stock	01/09/2008		S		100	D	\$42.544	2,200	D	
Common Stock	01/09/2008		S		200	D	\$42.546	2,000	D	
Common Stock	01/09/2008		S		190	D	\$42.55	1,810	D	
Common Stock	01/09/2008		S		10	D	\$42.56	1,800	D	
Common Stock	01/09/2008		S		400	D	\$42.58	1,400	D	
Common Stock	01/09/2008		S		100	D	\$42.597	1,300	D	
Common Stock	01/09/2008		S		300	D	\$42.6	1,000	D	
Common Stock	01/09/2008		S		100	D	\$42.607	900	D	
Common Stock	01/09/2008		S		200	D	\$42.618	700	D	
Common Stock	01/09/2008		S		100	D	\$42.63	600	D	
Common Stock	01/09/2008		S		100	D	\$42.66	500	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)
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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)	Code	V	(A)	(D)	Date Exercisable (Month/Day/Year)	Expiration Date	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)						
															Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		Date and Expiration		Amount or Number of Shares	
Stock Option	\$6.68	01/09/2008		M				3,500	09/30/2004	08/05/2013	Common Stock	3,500	\$6.68	29,372	D					

Explanation of Responses:

**Remarks:**

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

Halle Fine Terrior as attorney in fact for Ralph McClelland     01/10/2008

\*\* 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.