

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>Graff Michael</u>			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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>06/03/2008</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
<u>466 LEXINGTON AVENUE</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)			
(Street)	(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. 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, par value \$0.01 per share	06/03/2008		S		400	D	\$43.26	18,302	D	
Common Stock, par value \$0.01 per share	06/03/2008		S		800	D	\$43.29	17,502	D	
Common Stock, par value \$0.01 per share	06/03/2008		S		200	D	\$43.35	17,302	D	
Common Stock, par value \$0.01 per share	06/03/2008		S		100	D	\$43.41	17,202	D	
Common Stock, par value \$0.01 per share	06/03/2008		S		500	D	\$43.43	16,702	D	
Common Stock, par value \$0.01 per share	06/03/2008		S		300	D	\$43.45	16,402	D	
Common Stock, par value \$0.01 per share	06/03/2008		S		100	D	\$43.48	16,302	D	
Common Stock, par value \$0.01 per share	06/03/2008		S		100	D	\$43.49	16,202	D	
Common Stock, par value \$0.01 per share	06/03/2008		S		100	D	\$43.53	16,102	D	
Common Stock, par value \$0.01 per share	06/03/2008		S		100	D	\$43.54	16,002	D	
Common Stock, par value \$0.01 per share	06/03/2008		S		100	D	\$43.545	15,902	D	
Common Stock, par value \$0.01 per share	06/03/2008		S		1,500	D	\$43.56	14,402	D	
Common Stock, par value \$0.01 per share	06/03/2008		S		700	D	\$43.57	13,702	D	
Common Stock, par value \$0.01 per share	06/03/2008		G		6,000	D	\$0	7,702	D	
Common Stock, par value \$0.01 per share ⁽¹⁾								11,383,201	I	See footnote ⁽¹⁾
Common Stock, par value \$0.01 per share ⁽²⁾								1,870	D	
Common Stock (restricted), par value \$0.01 per share ⁽³⁾								918	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					
Stock Options (right to buy)	\$6.68							07/22/2003	07/22/2013	Common Stock, par value \$0.01 per share		26,419	D	

Explanation of Responses

- (1) The 11,383,201 shares of the common stock, par value \$0.01 per share (the “Common Stock”), of TransDigm Group Incorporated (the “Company”) are held by TD Group Holdings, LLC (“TD LLC”). Warburg Pincus Private Equity VIII, L.P. (“WP VIII”), including two affiliated partnerships, is the managing member of TD LLC, and as such, has voting and investment power over the shares of Common Stock held by TD LLC, including the shares with respect to which WP VIII does not have a pecuniary interest. WP VIII disclaims beneficial ownership of all shares of Common Stock in respect of which WP VIII does not have a pecuniary interest. Warburg Pincus Partners, LLC (“WP Partners LLC”), a subsidiary of Warburg Pincus & Co. (“WP”), is the sole general partner of WP VIII. WP VIII is managed by Warburg Pincus LLC (“WP LLC” and together with WP, WP VIII and WP Partners LLC, the “Warburg Entities”). Michael Graff, a director of the Company, is a General Partner of WP and Managing Director and Member of WP LLC and by reason of the provisions of Rule 16a-1 under the Securities Exchange Act of 1934, as amended, Mr. Graff may be deemed to be the beneficial owner of an indeterminate portion of the shares of Common Stock beneficially owned by TD LLC. Mr. Graff disclaims beneficial ownership of all shares held by TD LLC except to the extent of any pecuniary interest therein. WP Partners LLC and WP LLC may be deemed to have an indirect pecuniary interest (within the meaning of Rule 16a-1 under the Securities Exchange Act of 1934, as amended) in an indeterminate portion of the shares of Common Stock held by TD LLC. WP Partners LLC and WP LLC disclaim beneficial ownership of all such shares held by TD LLC except to the extent of any pecuniary interest therein. Charles R. Kaye and Joseph P. Landy are Managing General Partners of WP and Managing Members of WP LLC and may be deemed to control the Warburg Entities. Messrs. Kaye and Landy disclaim beneficial ownership of all shares of Common Stock held by TD LLC except to the extent of any pecuniary interest therein. The address of the Warburg Entities is 466 Lexington Avenue, New York, New York 10017.
-