FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

wasiiiigtoii,	D.C.	20349	

OMB APPROVAL	

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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	Sectio	n 30(h) of the	Ínvestme	ent Co	mpany Act	of 1940							
1. Name and Address of Reporting Person* Graff Michael									cker or Tr up INC					k all appli	,				
(Last) (First) (Middle) 466 LEXINGTON AVENUE							Earlie	est Tran	saction (I	Month	/Day/Year)			Officer below)	r (give title)		Other (specify below)		
(Street) NEW YO	ORK N	_ 4. If	f Amer	ndmen	t, Date	of Origina	al File	d (Month/D		Line)	Individual or Joint/Group Filing (Check Applicable le) X Form filed by One Reporting Person Form filed by More than One Reporting								
(City)	(SI	tate)	(Zip)		-										Perso				
		Tal	ole I - No	n-Deriv	/ative	Sec	uriti	es Ac	quired	, Dis	sposed o	of, or Be	nefic	ially	Owned	d k			
1. Title of Security (Instr. 3)		2. Transa Date (Month/D		Exe r) if a	2A. Deemed Execution Date, if any (Month/Day/Year)		Code (Transaction Code (Instr.		4. Securities Acquired Disposed Of (D) (Instr			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Direct I ndirect E r. 4) (7. Nature of Indirect Beneficial Ownership			
									Code	v	Amount	(A) or (D)	Price	•	Reported Transact (Instr. 3 a	ion(s)		((Instr. 4)
Common	Stock, par	value \$0.01 per	share	06/03/	/2008				S		400	D	\$43	3.26	18,	302	I		
Common	Stock, par	value \$0.01 pei	share	06/03/	/2008				S		800	D	\$43	3.29	17,	502	I)	
Common	Stock, par	value \$0.01 per	share	06/03/	/2008				S		200	D	\$43	3.35	17,	302	I)	
Common	Stock, par	value \$0.01 pei	share	06/03/	/2008				S		100	D	\$43	3.41	17,	202	I)	
Common	Stock, par	value \$0.01 pei	share	06/03/	/2008				S		500	D	\$43	3.43	16,	702	I)	
Common	Stock, par	value \$0.01 pei	share	06/03/			S		300	D	\$43	\$43.45		16,402)			
Common	Stock, par	value \$0.01 pei	share	06/03/	/2008				S		100	D	\$43	3.48	16,	302	I)	
Common Stock, par value \$0.01 per share				06/03/				S		100	D	\$43	\$43.49		16,202)		
Common Stock, par value \$0.01 per share			06/03/			S		100	D	\$43	\$43.53		16,102)				
Common Stock, par value \$0.01 per share		06/03/	06/03/2008				S		100	D	\$43.54		16,	16,002)			
Common Stock, par value \$0.01 per share			06/03/	03/2008				S		100	D	\$43.545		15,	902	I)		
Common	Stock, par	value \$0.01 pei	share	06/03/	06/03/2008				S		1,500	00 D \$4		3.56	14,	402	I)	
Common	Stock, par	value \$0.01 per	share	06/03/2008					S		700	0 D \$4		3.57	13,	702	I)	
Common	Stock, par	value \$0.01 pei	share	06/03/2008					G		6,000	00 D		60	7,702		2 D		
Common	Stock, par	value \$0.01 per	share ⁽¹⁾												11,38	3,201]		See Sootnote ⁽¹⁾
Common	Stock, par	value \$0.01 pei	share ⁽²⁾												1,8	370	I)	
Common Stock (restricted), par value \$0.01 per share ⁽³⁾															918		I)	
		,	Table II								osed of converti				Owned				
1. Title of Derivative Security (Instr. 3) 2. Conversion or Exercise Price of Derivative Security (Instr. 3) 3. Transaction Date Execution (Month/Day/Year) if any (Month/Day		n Date,	4. Transa Code (8)		tion of E		6. Date E Expiratio (Month/D	n Date	•	7. Title and An of Securities Underlying Derivative Sec (Instr. 3 and 4)		ty (I	. Price of erivative ecurity Instr. 5)	9. Number derivative Securitie Beneficia Owned Following Reported Transacti (Instr. 4)	e (s I ally I g (10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
					Code	v	(A)	(D)	Date Exercisal		Expiration Date	Title	Amou or Numb of Share	er					
Stock Options (right to buy)	\$6.68								07/22/20	03	07/22/2013	Common Stock, par value \$0.01 per share	26,4	19		26,41	.9	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. Transa Code (8)		of Deriv Secu Acqu (A) o Dispo	r osed) r. 3, 4	6. Date Exerc Expiration Da (Month/Day/\	ate	7. Title an of Securit Underlyin Derivative (Instr. 3 ar	ies g Security	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 Options (right to buy) ⁽⁴⁾	\$6.68							07/22/2003	07/22/2013	Common Stock, par value \$0.01 per share	81,677		81,677	D	

Explanation of Responses:

- 1. See Exhibit 99.1
- 2. Receipt of stock in lieu of payment of semi-annual director fee, based on fair market value in accordance with the 2006 Stock Incentive Plan.
- 3. Receipt of stock in respect of annual grant of restricted stock to directors with the number of shares determined based on the fair market value of the stock on the date of grant. Subject to forfeiture; forfeiture provisions lapse as to one-third of the stock on each of the first, second and third anniversaries of the date of grant.
- 4. Vesting is based on achievement of annual and cumulative performance metrics at 10% for each year from 2004 to 2008, then at 50% in 2008; subject to accelerated vesting in certain circumstances.

<u>/s/ Michael Graff</u> <u>06/05/2008</u>

** 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.

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.