Common Stock

FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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

Bratenahl

Investments, Ltd.

I

8,900

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

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address Howley W N	2. Issuer Name and Ticker or Trading Symbol TransDigm Group INC [ TDG ]								5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director  Officer (give title Other (specify below)								
(Last) 1301 EAST NIN SUITE 3710		3. Date of Earliest Transaction (Month/Day/Year) 12/03/2007								below) below)  Chief Executive Officer							
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Applicable Line)						
CLEVELAND	ОН	44114										X Form filed by One Reporting Person  Form filed by More than One Reporting Person					
(City)	(State)	(Zip)															
		Table I - N	1		Securities A		d, D				cial	_	1				
1. Title of Security		2. Transactio Date (Month/Day/Y	Execution Date,		3. Transa Code ( 8)		5)			nd Securities Beneficially Owned Following Reported		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			Transaction(s) (Instr. 3 and 4)						
Common Stock			12/03/2007			S		500	D	\$47.3	36	400	D				
Common Stock			12/03/2007			S		100	D	\$47.3	37	300	D				
Common Stock			12/03/2007			S		200	D	\$47.3	39	100	D				
Common Stock	12/03/2007			S		100	D	\$47.	.4	0	D						
Common Stock			12/03/2007			M		6,839	A	\$0.7	'9	6,839	I	Bratenahl Investments, Ltd.			
Common Stock		12/03/2007			M		5,161	A	\$6.68		12,000	I	Bratenahl Investments, Ltd.				
Common Stock			12/03/2007			S		300	D	D \$46.0		11,700	I	Bratenahl Investments, Ltd.			
Common Stock			12/03/2007			s		100 D \$46		\$46.3	11	11,600	I	Bratenahl Investments, Ltd.			
Common Stock			12/03/2007			S		300	D	D \$46.1		11,300	I	Bratenahl Investments, Ltd.			
Common Stock			12/03/2007			S		300	D	\$46.13		11,000	I	Bratenahl Investments, Ltd.			
Common Stock			12/03/2007			S		400	D	\$46.14		10,600	I	Bratenahl Investments, Ltd.			
Common Stock		12/03/20	07		s		300	D	\$46.15		10,300	I	Bratenahl Investments, Ltd.				
Common Stock			12/03/20	07		S		700	D	\$46.25		9,600	I	Bratenahl Investments, Ltd.			
Common Stock	12/03/20	07		S		300	D	\$46.2	28	9,300	I	Bratenahl Investments, Ltd.					

400

D

\$46.31

S

12/03/2007

		Tab	le I - N	lon-Deri	vative	Sec	urities A	cquire	d, D	isposed o	of, or B	eneficia	lly Owne	d			
1. Title of Security (Instr. 3)				2. Transac Date (Month/Da		Execu	eemed ution Date, th/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Disposed Of 5)	Acquired f (D) (Inst	d (A) or r. 3, 4 and	5. Amount of Securities Beneficially Owned Followin Reported		6. Owner Form: Di (D) or Ind (I) (Instr.	rect I direct E 4) (	. Nature of ndirect Beneficial Ownership Instr. 4)
								Code	v	Amount	(A) or (D)	Price	Transaction (Instr. 3 and				,
Common	Stock			12/03/2	2007			S		100	D	\$46.32	8,80	0	I	I	Bratenahl nvestments, Ltd.
Common Stock				12/03/2	2007			S		1,800	D	\$46.33	7,00	0	I	I	Bratenahl nvestments, Ltd.
Common Stock				12/03/2	2007			S		348	D	\$46.38	6,65	2	I	I	Bratenahl nvestments, Ltd.
Common Stock				12/03/2	2007			S		672	D	\$46.46	5,98	0	I	I	Bratenahl nvestments, Ltd.
Common Stock				12/03/2	2007			S		200	D	\$46.47	5,780		I	I	Bratenahl nvestments, Ltd.
Common Stock				12/03/2	12/03/2007			S		200	00 D \$46.48 5,580		0	I 1		Bratenahl nvestments, Ltd.	
Common Stock				12/03/2	2007			S		200	D	\$46.49	5,380		I 1		Bratenahl nvestments, Ltd.
Common	Stock			12/03/2	2007			S		2,600	D	\$46.5	2,78	0	I	I	Bratenahl nvestments, Ltd.
Common Stock				12/03/2	2007			S		1,200	D	\$46.51	1,58	0	I	I	Bratenahl nvestments, Ltd.
Common Stock				12/03/2	2007			S		280	D	\$46.57	1,30	0	I	I	Bratenahl nvestments, Ltd.
Common Stock				12/03/2007				S		1,200	D	\$46.58	100		I In		Bratenahl nvestments, Ltd.
Common Stock				12/03/2007				S		100	D	\$46.61	0		I 1		Bratenahl nvestments, Ltd.
Common Stock				12/03/2007				S		100	D	\$46.25	10,161 I		I	The Howley Family Foundation	
Common Stock				12/03/2007				S		100	100 D \$46.26 10,061		I Fa		The Howley Family Foundation		
Common Stock				12/03/2007				S		700	700 D \$46.38		9,361		I	The Howley Family Foundation	
		-	Table I							sposed of			y Owned		4	,	
1. Title of Derivative Security (Instr. 3)	itle of 2. Ivative Conversion Date Execution Date, or Exercise (Month/Day/Year)		med on Date,	4. Transa Code (I 8)				Exercion Da	cisable and	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		Derivative Security (Instr. 5) Benef Owner Follow Repor		rities Form: ficially Direct ( or Indir wing (I) (Instited action(s)		Beneficial Ownership ct (Instr. 4)	
								I				Amount	1	1	- 1		1

Date Exercisable

07/22/2003

(A) (D)

Code

Stock Option

\$0.79

12/03/2007

Expiration Date

01/01/2010

Title

Common Stock Amount or Number of Shares

6,839

\$0.79

43,520

Bratenahl Investments, Ltd.

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)	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	\$6.68	12/03/2007		М			5,161	08/05/2003	08/05/2013	Common Stock	5,161	\$6.68	24,759	I	Bratenahl Investments, Ltd.

Explanation of Responses:

Remarks:

Halle Fine Terrion, as attorneyin-fact for W. Nicholas Howley 12/04/2007

\*\* Signature of Reporting Person

Date

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

 $^{\star}$  If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

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.

<sup>\*\*</sup> Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).