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## FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

OMB APPRO	VAL
OMB Number:	3235-0287
Estimated average burde	en
hours per response:	0.5

1. Name and Addres <u>Riley James I</u>	1 0	on*	2. Issuer Name <b>and</b> Ticker or Trading Symbol <u>TransDigm Group INC</u> [ TDG ]		tionship of Reporting Per all applicable)	
<u>runcy sumes r</u>	<u></u>			x	Director	10% Owner
					Officer (give title	Other (specify
(Last) (First	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)		below)	below)
		,	05/06/2008		President, AeroCont	rolex Group
AEROCONTRO	DLEX GROUP, IN	IC.				r
313 GILLETT S	TREET					
,			4. If Amendment, Date of Original Filed (Month/Day/Year)		vidual or Joint/Group Filing	g (Check Applicable
(Street)				Line)		
· /				l X	Form filed by One Rep	orting Person
PAINESVILLE OH 4407		44077			Form filed by More that	n One Benerting
					Person	IT One Reporting
(City)	(State)	(Zip)				

1 Title of Security (Instr. 3)	1. Title of Security (Instr. 3) 2. Transaction 2A. Deemed 3. 4. Securities Acquired (A) or 5. Amount of 6. Ownership 7. Nature													
1. The of Security (IISU. 5)	Date (Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transaction Code (Instr. 8)					Securities Beneficially Owned Following Reported	Form: Direct (D) or Indirect (I) (Instr. 4)	of Indirect Beneficial Ownership (Instr. 4)				
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(1130. 4)				
Common Stock	05/06/2008		S		400	D	\$42.45	8,800	D					
Common Stock	05/06/2008		S		300	D	\$42.5	8,500	D					
Common Stock	05/06/2008		S		100	D	\$42.535	8,400	D					
Common Stock	05/06/2008		S		100	D	\$42.57	8,300	D					
Common Stock	05/06/2008		S		100	D	\$42.58	8,200	D					
Common Stock	05/06/2008		S		1,300	D	\$42.62	6,900	D					
Common Stock	05/06/2008		S		1,200	D	\$42.69	5,700	D					
Common Stock	05/06/2008		S		300	D	\$42.83	5,400	D					
Common Stock	05/06/2008		S		100	D	\$42.85	5,300	D					
Common Stock	05/06/2008		S		800	D	\$42.87	4,500	D					
Common Stock	05/06/2008		S		300	D	\$42.89	4,200	D					
Common Stock	05/06/2008		S		100	D	\$42.91	4,100	D					
Common Stock	05/06/2008		S		100	D	\$42.94	4,000	D					
Common Stock	05/06/2008		S		400	D	\$42.97	3,600	D					
Common Stock	05/06/2008		S		100	D	\$42.98	3,500	D					
Common Stock	05/06/2008		S		100	D	\$42.99	3,400	D					
Common Stock	05/06/2008		S		749	D	\$43	2,651	D					
Common Stock	05/06/2008		S		451	D	\$43.11	2,200	D					
Common Stock	05/06/2008		S		100	D	\$43.38	2,100	D					
Common Stock	05/06/2008		S		800	D	\$43.41	1,300	D					
Common Stock	05/06/2008		S		200	D	\$43.46	1,100	D					
Common Stock	05/06/2008		S		1,100	D	\$43.53	0	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)

		Ta							ired, Disp options,		le sec		y Owned			
1. Title of	2. Comunican	3. Transaction	3A. Deem		Code		(6A)Nu	m(160e)r	6xDatisEbler	isΩaatte and	7itfetle		8. Price of	9. Number of	10.	11. Nature
Beplanation (Instr. 3) Remarks	Price of Derivative	etMonth/Day/Year)	Execution if any (Month/Da at to an estal	ay/Year)	Transd Code ( 8) b5-1 pla	Instr.	Secu Acqu (A) o Dispo of (D	r osed ) 1. 3, 4	-Expiration D (Month/Day/`	∕ear) <u>H</u> ∂	∎ and 4) alle Fin	ties ying tive ty (Instr. 3	Derivative Security (Instr. 5) as attorne iley	Securities Beneficially Owned Following Reported		of Indirect Beneficial Ownership (Instr. 4)
				í						**	, Signatur	e of Repor	ing Person	Date		
Reminder: R	eport on a se	parate line for each	class of s	ecurities	benefic	cially ov	wned o	lirectly	or indirectly.							
* If the form	is filed by mo	e than one reportir	g person,	see Instr	uction 4	4 (b)(v)										
** Intentiona	l misstatemer	ts or omissions of	acts const	itute Fed	eral Cri	minal \	iolatio	ns Se	e 18 U.S.C. 1	01 and 15 l	.S.C. 7	8ff.				
		this Form, one of w the collection of				this fo	1° -		· · ·	seandunle	1.1	Number	ys a currer	itly valid OMB I	lumber.	