

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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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 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. Date of Event Requiring Statement (Month/Day/Year) 06/15/2006	3. Issuer Name and Ticker or Trading Symbol <u>TransDigm Group INC [TDG]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Pres., MarathonNorco Aerospace	5. If Amendment, Date of Original Filed (Month/Day/Year) 06/23/2006 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

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	500 ⁽¹⁾	D	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Stock Option	09/30/2004	08/05/2013	Common Stock 47,872 ⁽²⁾	6.68	D	
Stock Option	08/05/2003	08/05/2013	Common Stock 11,968	6.68	D	
Stock Option	09/30/2005	12/30/2014	Common Stock 11,968	8.52	D	
Stock Option	12/30/2004	12/30/2014	Common Stock 2,992	8.52	D	
Stock Option	09/30/2006	06/15/2016	Common Stock 64,000	22.21	D	
Stock Option	06/15/2006	06/15/2016	Common Stock 16,000	22.21	D	

Explanation of Responses:

- 1. These shares were inadvertently omitted from the filing person's initial Form 3.
- 2. A portion of these options have subsequently been exercised and the underlying shares have subsequently been sold, all as reported on Form 4s filed with the Securities and Exchange Commission.

Remarks:

Halle Fine Terrion as attorney-
in-fact for Ralph McClelland 10/24/2007

** 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 5 (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.