SEC Form 4	
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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

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1. Name and Address of Reporting Person [*] Howley W Nicholas			2. Issuer Name and Ticker or Trading Symbol <u>TransDigm Group INC</u> [TDG]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
Howley W M	<u>cholas</u>		<u></u>		Director	10% Owner			
				X	Officer (give title below)	Other (specify below)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)		Chief Executive (,			
1301 EAST NIN	TH STREET		03/03/2008		Chief Executive (JIICEI			
SUITE 3710									
			4. If Amendment, Date of Original Filed (Month/Day/Year)		dual or Joint/Group Filing ((Check Applicable			
(Street)				Line)					
CLEVELAND	OH	44114		X	Form filed by One Repor	•			
,					Form filed by More than Person	One Reporting			
(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 Disposed Of	Acquired f (D) (Inst	d (A) or r. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock	03/03/2008		S		258	D	\$38.99	86	D	
Common Stock	03/03/2008		S		86	D	\$39.0125	0	D	
Common Stock	03/03/2008		S		410	D	\$38.9	7,460	I	The Howle Family Foundation
Common Stock	03/03/2008		М		4,352	A	\$0.79	4,352	I	Bratenahl Investment Ltd.
Common Stock	03/03/2008		s		14	D	\$38.65	4,338	I	Bratenahl Investment Ltd.
Common Stock	03/03/2008		S		28	D	\$38.692	4,310	I	Bratenahl Investment Ltd.
Common Stock	03/03/2008		s		14	D	\$38.73	4,296	I	Bratenahl Investment Ltd.
Common Stock	03/03/2008		s		14	D	\$38.735	4,282	I	Bratenahl Investment Ltd.
Common Stock	03/03/2008		s		140	D	\$38.75	4,142	I	Bratenahl Investment Ltd.
Common Stock	03/03/2008		s		140	D	\$38.76	4,002	I	Bratenahl Investment Ltd.
Common Stock	03/03/2008		s		28	D	\$38.77	3,974	I	Bratenahl Investment Ltd.
Common Stock	03/03/2008		s		42	D	\$38.78	3,932	I	Bratenahl Investment Ltd.
Common Stock	03/03/2008		s		14	D	\$38.79	3,918	I	Bratenahl Investment Ltd.
Common Stock	03/03/2008		s		70	D	\$38.8	3,848	I	Bratenahl Investment Ltd.

	Table I - Non-Deriv	ative Securities	Acqui	red,	Disposed	of, or	Beneficia	Ily Owned			
1. Title of Security (Instr. 3)					4. Securities Disposed Of			5. Amount of Securities Beneficially Owned Following Reported	6. Ownershi Form: Direct (D) or Indirec (I) (Instr. 4)	Indired	ct icial rship
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(-)
Common Stock	03/03/200	8	S		70	D	\$38.81	3,778	I	Brate Inves Ltd.	enahl stments,
Common Stock	03/03/200	8	S		140	D	\$38.82	3,638	I	Brate Inves Ltd.	enahl stments,
Common Stock	03/03/200	8	S		56	D	\$38.83	3,582	I	Brate Inves Ltd.	enahl stments,
Common Stock	03/03/200	8	s		70	D	\$38.84	3,512	I	Brate Inves Ltd.	enahl stments,
Common Stock	03/03/200	8	s		1,012	D	\$38.85	2,500	I	Brate Inves Ltd.	enahl stments,
Common Stock	03/03/200	8	S		723	D	\$38.86	1,777	I	Brate Inves Ltd.	enahl stments,
Common Stock	03/03/200	8	s		28	D	\$38.868	1,749	I	Brate Inves Ltd.	enahl stments,
Common Stock	03/03/200	8	S		475	D	\$38.87	1,274	I	Brate Inves Ltd.	enahl stments,
Common Stock	03/03/200	8	s		294	D	\$38.88	980	I	Brate Inves Ltd.	enahl stments,
Common Stock	03/03/200	8	s		42	D	\$38.89	938	I	Brate Inves Ltd.	enahl stments,
Common Stock	03/03/200	18	S		154	D	\$38.9	784	I	Brate Inves Ltd.	enahl stments,
Common Stock	03/03/200	8	S		140	D	\$38.91	644	I	Brate Inves Ltd.	enahl stments,
Common Stock	03/03/200	8	S		140	D	\$38.92	504	I	Brate Inves Ltd.	enahl stments,
Common Stock	03/03/200	8	s		140	D	\$38.93	364	I	Brate Inves Ltd.	enahl stments,
Common Stock	03/03/200	18	S	s 5		D	\$38.94	308	I	Bratenahl Investments, Ltd.	
Common Stock	nmon Stock 03/03/2008		S		70 D \$38.95 238		238	I	Brate Inves Ltd.	enahl stments,	
	Table II - Deriva (e.g., p	tive Securities Automatic structure	Acquire	ed, D	isposed o	of, or B	eneficially	y Owned			
Derivative Conversion Date	2. 3. Transaction 3A. Deemed 4. 5. Nun Conversion Date Execution Date, Transaction of or Exercise (Month/Day/Year) if any Code (Instr. 5. Nun Price of (Month/Day/Year) (Month/Day/Year) 8) Securit		eer 6. Da Expi ve (Mor es d	ate Exercisable and iration Date nth/Day/Year)		and nt of ties lying tive Security	Derivative deri Security Sec (Instr. 5) Ben Owr Foll Rep Trar	urities For eficially Dire ned or li	nership o m: E ect (D) 0	11. Nature of Indirect Beneficial Ownership (Instr. 4)	

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction		calls v _{ction}	, Wa of Deri Seci Acq (A) o Disp of (E	vative urities urities uired or oosed o) ar. 3, 4	S, Options Date ExDentisEblero Expiration Da	, options, convertit Date Expiration ExBratiss Blater of Stadule and Expiration Date (Month/Day/Year)				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	\$0.79	03/03/2008	М			4,352	07/22/2003	01/01/2010	Common Stock	4,352	\$0.79	26,112	I	Bratenahl Investments, Ltd.

Explanation of Responses:

Remarks:

All transactions reported hereunder made pursuant to an established 10b5-1 plan.

Halle Fine Terrion as attorney 03/03/2008

in fact for W. Nicholas Howley

Date

** Signature of Reporting Person

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.

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