

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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 APPROVAL | |
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|---|--|--|---|--|---|---|--|
| 1. Name and Address of Reporting Person* <u>Rufus Gregory</u> | | | 2. Date of Event Requiring Statement (Month/Day/Year) 03/14/2006 | | 3. Issuer Name and Ticker or Trading Symbol <u>TransDigm Group INC [TDG]</u> | | |
| (Last) (First) (Middle) TRANSDIGM GROUP INCORPORATED 1301 EAST 9TH STREET, SUITE 3710 | | | 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) <u>Exec. VP, CFO and Secretary</u> | | | 5. If Amendment, Date of Original Filed (Month/Day/Year) | |
| (Street) CLEVELAND OH 44114 | | | | | | 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 | |
| (City) (State) (Zip) | | | | | | | |

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) |
|---------------------------------|---|--|---|

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 | Title | Amount or Number of Shares | | | |
| Stock Options | 07/22/2003 | 07/19/2012 | Common Stock | 77,838 | 3.35 | D | |
| Stock Options | 07/22/2003 | 07/18/2010 | Common Stock | 67,608 | 2.65 | D | |
| Stock Options ⁽¹⁾ | 09/30/2004 | 08/05/2013 | Common Stock | 155,584 | 6.68 | D | |
| Stock Options | 08/05/2003 | 08/05/2013 | Common Stock | 38,896 | 6.68 | D | |
| Stock Options | 09/28/2005 | 07/19/2012 | Common Stock | 6,283 | 13.37 | D | |
| Stock Options | 09/28/2005 | 08/05/2013 | Common Stock | 748 | 13.37 | D | |
| Stock Options ⁽³⁾ | 09/30/2006 | 10/01/2015 | Common Stock | 23,936 | 13.37 | D | |
| Stock Options ⁽²⁾ | 10/01/2005 | 10/01/2015 | Common Stock | 5,984 | 13.37 | D | |

Explanation of Responses:

- 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 upon sales of shares of common stock by certain investors of issuer.
- Vests over time in 33.33% increments starting on date of grant and annually on next two anniversary dates.
- Vesting is based on achievement of annual and cumulative performance metrics at 16.66% for each year from 2006 to 2008, then at 50% in 2008; subject to accelerated vesting upon sales of shares of common stock by certain investors of issuer.

Remarks:

Deanna M. Campbell, Attorney-in-Fact for Gregory Rufus 03/14/2006
** 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.

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Halle F. Terrion and Deanna M. Campbell, signing singly, the undersigned

1. execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of TransDigm Group Incorporated, a Delaware corporation

2. do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form ID and Form 1041

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, proper and

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of the date set forth below.

/s/ Gregory Rufus

Gregory Rufus

Date: February 7, 2006

101216590.1, Rufus POA