

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

1. Name and Address of Reporting Person* <u>Howley W Nicholas</u>  (Last) (First) (Middle) 1301 EAST NINTH STREET SUITE 3710  (Street) CLEVELAND OH 44114  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>TransDigm Group INC [ TDG ]</u>	5. 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>Chief Executive Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) 02/01/2008	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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 Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	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			
Common Stock	02/01/2008		S		28	D	\$41.56	3,407	I	Bratenahl Investments, Ltd.
Common Stock	02/01/2008		S		14	D	\$41.57	3,393	I	Bratenahl Investments, Ltd.
Common Stock	02/01/2008		S		41	D	\$41.58	3,352	I	Bratenahl Investments, Ltd.
Common Stock	02/01/2008		S		28	D	\$41.59	3,324	I	Bratenahl Investments, Ltd.
Common Stock	02/01/2008		S		14	D	\$41.61	3,310	I	Bratenahl Investments, Ltd.
Common Stock	02/01/2008		S		84	D	\$41.64	3,226	I	Bratenahl Investments, Ltd.
Common Stock	02/01/2008		S		154	D	\$41.65	3,072	I	Bratenahl Investments, Ltd.
Common Stock	02/01/2008		S		28	D	\$41.66	3,044	I	Bratenahl Investments, Ltd.
Common Stock	02/01/2008		S		14	D	\$41.665	3,030	I	Bratenahl Investments, Ltd.
Common Stock	02/01/2008		S		42	D	\$41.67	2,988	I	Bratenahl Investments, Ltd.
Common Stock	02/01/2008		S		42	D	\$41.69	2,946	I	Bratenahl Investments, Ltd.
Common Stock	02/01/2008		S		14	D	\$41.7	2,932	I	Bratenahl Investments, Ltd.
Common Stock	02/01/2008		S		70	D	\$41.71	2,862	I	Bratenahl Investments, Ltd.

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			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/01/2008		S		56	D	\$41.72	2,806	I	Bratenahl Investments, Ltd.
Common Stock	02/01/2008		S		14	D	\$41.73	2,792	I	Bratenahl Investments, Ltd.
Common Stock	02/01/2008		S		14	D	\$41.745	2,778	I	Bratenahl Investments, Ltd.
Common Stock	02/01/2008		S		14	D	\$41.75	2,764	I	Bratenahl Investments, Ltd.
Common Stock	02/01/2008		S		42	D	\$41.76	2,722	I	Bratenahl Investments, Ltd.
Common Stock	02/01/2008		S		98	D	\$41.77	2,624	I	Bratenahl Investments, Ltd.
Common Stock	02/01/2008		S		56	D	\$41.78	2,568	I	Bratenahl Investments, Ltd.
Common Stock	02/01/2008		S		14	D	\$41.79	2,554	I	Bratenahl Investments, Ltd.
Common Stock	02/01/2008		S		14	D	\$41.795	2,540	I	Bratenahl Investments, Ltd.
Common Stock	02/01/2008		S		42	D	\$41.8	2,498	I	Bratenahl Investments, Ltd.
Common Stock	02/01/2008		S		14	D	\$41.81	2,484	I	Bratenahl Investments, Ltd.
Common Stock	02/01/2008		S		42	D	\$41.82	2,442	I	Bratenahl Investments, Ltd.
Common Stock	02/01/2008		S		14	D	\$41.83	2,428	I	Bratenahl Investments, Ltd.
Common Stock	02/01/2008		S		14	D	\$41.84	2,414	I	Bratenahl Investments, Ltd.
Common Stock	02/01/2008		S		14	D	\$41.86	2,400	I	Bratenahl Investments, Ltd.
Common Stock	02/01/2008		S		14	D	\$41.9	2,386	I	Bratenahl Investments, Ltd.
Common Stock	02/01/2008		S		14	D	\$41.91	2,372	I	Bratenahl Investments, Ltd.

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Deemed Execution Date, if any (e.g., puts, calls, warrants, options, convertible securities) (Month/Day/Year)	5. Transaction Code (Instr. 8)	6. Number of Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	7. Date Exercisable and Expiration Date (Month/Day/Year)	8. Title and Amount of Underlying Derivative Security (Instr. 3 and 4)	9. Price of Derivative Security (Instr. 5)	10. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	11. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	12. Nature of Indirect Beneficial Ownership (Instr. 4)
1. Title of Derivative Security (Instr. 3) <b>Remarks:</b> All transactions reported hereunder made pursuant to an established 10b5-1 plan.	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 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 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)
<p>Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.</p> <p>* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).</p> <p>** Signature of Reporting Person: <u>Halle Fine Terrion as attorney-in-fact for W. Nicholas Howley</u> Date: <u>02/04/2008</u></p>											

\*\* 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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