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

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

1. Nume and Address of Reporting reison		n*	2. Issuer Name and Ticker or Trading Symbol <u>TransDigm Group INC</u> [TDG]		tionship of Reporting Perso all applicable) Director Officer (give title	n(s) to Issuer 10% Owner Other (specify
	(First) ROUP INCORPC STREET, SUITE		3. Date of Earliest Transaction (Month/Day/Year) 12/13/2007		below) Exec. VP, CFO and	below) Secretary
(Street) CLEVELAND (City)	OH (State)	44114 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	idual or Joint/Group Filing (Form filed by One Repor Form filed by More than (Person	ting Person

(City) (State)	(Zip)							Person	·	2
	(کارت) المال (I - Non-Derivative)	Securities Acc	uired	, Dis	posed of	or Bei	 neficially	Owned		
1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date,	3. Transaction Code (Instr. 8)		4. Securities Disposed O	s Acquired	l (A) or	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code V		Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock	12/13/2007		S		200	D	\$46.735	29,596	D	
Common Stock	12/13/2007		S		1,600	D	\$46.74	27,996	D	
Common Stock	12/13/2007		S		1,697	D	\$46.75	26,299	D	
Common Stock	12/13/2007		S		800	D	\$46.76	25,499	D	
Common Stock	12/13/2007		S		603	D	\$46.77	24,896	D	
Common Stock	12/13/2007		S		400	D	\$46.78	24,496	D	
Common Stock	12/13/2007		S		1,200	D	\$46.79	23,296	D	
Common Stock	12/13/2007		S		300	D	\$46.8	22,996	D	
Common Stock	12/13/2007		S		200	D	\$46.81	22,796	D	
Common Stock	12/13/2007		S		100	D	\$46.815	22,696	D	
Common Stock	12/13/2007		S		800	D	\$46.82	21,896	D	
Common Stock	12/13/2007		S		500	D	\$46.84	21,396	D	
Common Stock	12/13/2007		S		700	D	\$46.85	20,696	D	
Common Stock	12/13/2007		S		100	D	\$46.87	20,596	D	
Common Stock	12/13/2007		S		100	D	\$46.875	20,496	D	
		1		1				1	1	

Common Stock	12/13/2007	S	700	D	\$46.85	20,696	D	
Common Stock	12/13/2007	S	100	D	\$46.87	20,596	D	
Common Stock	12/13/2007	S	100	D	\$46.875	20,496	D	
Common Stock	12/13/2007	S	500	D	\$46.88	19,996	D	
Common Stock	12/13/2007	S	200	D	\$46.885	19,796	D	
Common Stock	12/13/2007	S	300	D	\$46.89	19,496	D	
Common Stock	12/13/2007	S	300	D	\$46.9	19,196	D	
Common Stock	12/13/2007	S	100	D	\$46.905	19,096	D	
Common Stock	12/13/2007	S	500	D	\$46.91	18,596	D	
Common Stock	12/13/2007	S	1,000	D	\$46.92	17,596	D	
Common Stock	12/13/2007	S	400	D	\$46.93	17,196	D	
Common Stock	12/13/2007	S	100	D	\$46.935	17,096	D	
Common Stock	12/13/2007	S	600	D	\$46.94	16,496	D	
Common Stock	12/13/2007	S	1,175	D	\$46.95	15,321	D	
Common Stock	12/13/2007	S	1,100	D	\$46.96	14,221	D	
Common Stock	12/13/2007	S	1,100	D	\$46.97	13,121	D	
Common Stock	12/13/2007	S	900	D	\$46.98	12,221	D	

1. Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date, (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) 5. Amount of Securities (D) or Indirect Beneficially Owned Following (Instr. 4) 6. Ownership (Instr. 4) 7. Nature of Indirect Beneficially Owned Following (Instr. 4) Common Stock 12/13/2007 S 1,300 D \$4.6.99 10,921 D Intervalue Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5) Security (Instr. 3) 12/13/2007 S 1,300 D \$4.6.99 10,921 D Common Stock 12/13/2007 S 1,300 D \$4.6.99 10,921 D Security (Instr. 3) Security (Instr. 4) S. Transaction Date (e.g., puts, calls, warrants, options, convertible securities) S. Price of Derivative Securities (Instr. 4) S. Number of Indirect Beneficially Owned Following (Instr. 4) 10. Ownership (Instr. 4) 11. Nature of Indirect Beneficially (Instr. 4) S. Price of Derivative Securities (Instr. 4) S. Price of Indirect Beneficially (Instr. 4) S. Price of Indirect Beneficially (Instr. 4) S. Price of Indirect Beneficially (Instr. 4) S. Price of Indirect Benefi	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																		
Common Stock 12/13/2007 s 1,300 D \$46.99 10,921 D Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 0 \$46.99 10,921 D 1. Title of Derivative Security (Instr. 3) 3. Transaction Date (f any (Month/Day/Year)) 3A. Deemed (e.g., puts, calls, warrants, options, convertible securities) 7. Title and Conversion (Month/Day/Year) 8. Price of Derivative Securities (Month/Day/Year) 9. Number of Code (Instr. 8) 6. Date Exercisable and Code (Instr. 8) 7. Title and Code (Instr. 8) 8. Price of Derivative Securities (Instr. 3) 9. Number of Code (Instr. 8) 10. Ownership Or Indirect Beneficially Ownership Or Indirect Or Disposed of (D) (Instr. 3, 4) 10. Ownership Or Indirect Beneficially Ownership Or Indirect (I) (Instr. 4) Instructive Securities (Instr. 3) S. Conversion Securities (Instr. 4) 3A. Deemed (Instr. 8) 5. Number of Operivative Securities (I) (Instr. 3, 4) 7. Title and Code (Instr. 8) 8. Price of Derivative Securities (I) (Instr. 4) 10. Ownership Or Indirect Beneficial (I) Ownership (I) (Instr. 4) 10. Ownership (I)	1. Title of Security (Instr. 3)				Date		Execution Date, ear) if any		Transaction C Code (Instr.						Secur Benef Owne	ities icially d Following	Form: Direct (D) or Indirect	of Indirect Beneficial Ownership	
1. Title of Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 3. Transaction Date (e.g., puts, calls, warrants, options, convertible securities) 8. Price of Derivative Securities (Instr. 3) 9. Number of derivative Securities (Instr. 3) 9. Number of Or Exercise Security (Instr. 3) 9. Number of Or Exercise Security (Instr. 3) 10. Ownership Form: Disposed of (O) (Instr. 4) 10. Ownership (Instr. 4) 11. Nature of Indirect Beneficial (I) (Instr. 4) 10. Ownership (Instr. 4) 0. Ownership (Ins										Code	v	Amount	(A) (D)	or	Price	Trans	action(s)		(1130.4)
1. Title of Security (Instr. 3) 2. Conversion or Exercise (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 5. Number of Derivative Securities (Month/Day/Year) 6. Date Exercisable and Code (Instr. Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3) and 4) 8. Price of Derivative Securities Underlying Derivative Security (Instr. 4) 9. Number of derivative Securities Underlying Derivative Security (Instr. 4) 10. Ownership Form: Direct (D) or Indirect Beneficial Ownership (Instr. 4)	Common	Stock			12/13	/2007				S		1,300	I	C	\$46.99	1	10,921	D	
Date Expiration of	Derivative Security	Conversion or Exercise Price of Derivative	3. Transaction Date	(e 3A. Deeme Execution if any	e.g., p ed Date,	uts, ca 4. Transad Code (I	alls, warrants, c ction instr. S. Number of Derivative Securites Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		Option 6. Date E Expiratio (Month/D	IS, CO	onvertib sable and e	tible securities) d 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) Amount		ties) 8. F De Se (In: (In: ount	Price of rivative curity	9. Number o derivative Securities Beneficially Owned Following Reported Transaction	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	of Indirect Beneficial Ownership	

Explanation of Responses:

Remarks:

Halle Fine Terrion, as attorney-12/14/2007

in-fact for Gregory Rufus

** 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 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.

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.