FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT	OF CHANGES IN	N BENEFICIAL	OWNERSHIP

OMB APPROVAL

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

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

msuuci	uon 1(b).			File		tion 30(h) of the I					34				<u> </u>
Name and Address of Reporting Person* Rodriguez Albert J			2. Issuer Name and Ticker or Trading Symbol TransDigm Group INC [TDG]							Relatior heck all	wner				
(Last) (First) (Middle) MARATHONNORCO AEROSPACE, INC. 8233 IMPERIAL DRIVE			3. Date 04/08/	of Earliest Trans /2008	action (N	lonth/I	Day/Year)		X Officer (give title Other (specify below) Exec. V.P., Mergers & Aquis.						
(Street)					4. If An	nendment, Date o	f Origina	l Filed	(Month/Da	y/Year)		Individu ne)	al or Joint/Group	o Filing (Check A	pplicable
WACO	ТХ	ζ	76712									F	•	e Reporting Pers re than One Rep	
(City)	(St	ate)	(Zip)												
		Tab	le I - Noi	n-Deriv	ative S	ecurities Acc	quired,	Dis	osed o	f, or Ben	eficia	lly Ov	ned		
1. Title of S	Security (Inst	r. 3)		2. Transa Date (Month/D		2A. Deemed Execution Date, if any (Month/Day/Year	3. Transa Code (8)			ies Acquired Of (D) (Instr		d Se Be Ov	Amount of curities neficially vned Following ported	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	Tra	nsaction(s) str. 3 and 4)		(
Common	Stock			04/08	/2008		S		181	D	\$39.	12	11,517	D	
Common	Stock			04/08	/2008		S		519	D	\$39.	14	10,998	D	
Common	Stock			04/08	/2008		S		200	D	\$39.	15	10,798	D	
Common	Stock			04/08	/2008		S		200	D	\$39.	16	10,598	D	
Common	Stock			04/08	/2008		S		700	D	\$39.	17	9,898	D	
Common	Stock			04/08	/2008		S		1,100	D	\$39.	18	8,798	D	
Common	Stock			04/08	/2008		S		700	D	\$39.	19	8,098	D	
Common	Stock			04/08	/2008		S		1,300	D	\$39	.2	6,798	D	
Common	Stock			04/08	/2008		S		600	D	\$39.	21	6,198	D	
Common	Stock			04/08	/2008		S		1,700	D	\$39.	22	4,498	D	
Common	Stock			04/08	/2008		S		700	D	\$39.	23	3,798	D	
Common	Stock			04/08	/2008		S		700	D	\$39.	24	3,098	D	
Common	Stock			04/08	/2008		S		700	D	\$39.	25	2,398	D	
Common	Stock			04/08	/2008		S		200	D	\$39.	26	2,198	D	
Common	Stock			04/08	/2008		S		598	D	\$39.	27	1,600	D	
Common	Stock			04/08	/2008		S		400	D	\$39.	28	1,200	D	
Common	Stock			04/08	/2008		S		500	D	\$39.	29	700	D	
Common	Stock			04/08	/2008		S		100	D	\$39	.3	600	D	
Common	Stock			04/08	/2008		S		100	D	\$39.	33	500	D	
Common	Stock			04/08	/2008		S		100	D	\$39.	35	400	D	
Common Stock		04/08/2008			S		200	D	\$39.	36	200	D			
Common	Stock			04/08	/2008		S		200	D	\$39.	37	0	D	
		T				urities Acqu s, warrants,						/ Own	ed		
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deem Execution if any (Month/Da	ed Date,	4. Transactic Code (Ins	5. Number of		xercis	able and	7. Title and Amount of Securities Underlying Derivative Security (Ir and 4)		8. Price Derivati Security (Instr. 5)	derivative Securities	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)

		Та	ble II - Deriva (e.g., p					ired, Disp options,				y Owned			
1. Title of	2. Conversion	3. Transaction	3A. Deemed Execution Date,	Code	V	(5A)Nu	m (150+) r	6xDatesEblero	isΩaddee and	7itīētle Amou	aSalodares	8. Price of Derivative	9. Number of derivative	10. Ownership	11. Nature
Eseptantation (Instr. 3) Remarks	of Elespises Price of Derivative	e (M onth/Day/Year)	if any (Month/Day/Year) at to an established 10	Code (8)	(Instr.	Deriv Secu Acqu (A) of Dispo of (D) (Instr	rities ired r osed) . 3, 4	(Month/Day/	Year) <u>Ha</u> <u>in</u>	Securi Underl Deriva Securi and 4) alle Fir	ties ying tive ty (Instr. 3 ne Terrion r Albert F	Security (Instr. 5) as attorne Rodriguez ting Person	Securities Beneficially Owned Following Reported	Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)
Reminder: F	eport on a se	parate line for each	class of securities	benefic	cially ov	wned c	lirectly	or indirectly.		Ü	·				
* If the form	is filed by mo	e than one reportir	g person, see Instr	uction 4	4 (b)(v)										
** Intentiona	misstatemer	ts or omissions of	acts constitute Fed	eral Cr	minal \	iolatio	ns Se	18 U.S.C. 10	01 and 15 l	.S.C. 7	^{₿f} Ā(के)ount				
Note: File th Persons wh	ree copies of o respond to	this Form, one of w	hich must be manu information conta	ally sig ined in	ned. If :	space rm ar	is insu e not r	ficient, see Ir egui red to re	struction 6 f ទ ខស្សា៨_{មេ}ស្ដ	r proce	d@fe. Number ogan displa	ıys a currer	tly valid OMB I	lumber.	
				Code	V	(A)	(D)	Exercisable	Date	Title	Shares				