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).	C
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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 APPRC	VAL
OMB Number:	3235-0287
Estimated average burde	en
hours per response:	0.5

	ss of Reporting Perso	n*	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 Nicholas			[]	х	Director Officer (give title	10% Owner Other (specify			
(Last) 1301 EAST NIN SUITE 3710	(First) ITH STREET	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/01/2008		below) Chief Executive	below) e Officer			
(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 Repo Form filed by More thar Person	orting Person			

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 Benorted	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (lastr.4)
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock	02/01/2008		S		56	D	\$42.5	1,624	I	Bratenahl Investments Ltd.
Common Stock	02/01/2008		s		14	D	\$42.505	1,610	I	Bratenahl Investments Ltd.
Common Stock	02/01/2008		s		14	D	\$42.51	1,596	I	Bratenahl Investments Ltd.
Common Stock	02/01/2008		s		14	D	\$42.55	1,582	I	Bratenahl Investments Ltd.
Common Stock	02/01/2008		s		14	D	\$42.58	1,568	I	Bratenahl Investments Ltd.
Common Stock	02/01/2008		s		14	D	\$42.59	1,554	I	Bratenahl Investments Ltd.
Common Stock	02/01/2008		s		28	D	\$42.6	1,526	I	Bratenahl Investments Ltd.
Common Stock	02/01/2008		s		42	D	\$42.61	1,484	I	Bratenahl Investments Ltd.
Common Stock	02/01/2008		s		56	D	\$42.63	1,428	I	Bratenahl Investments Ltd.
Common Stock	02/01/2008		s		28	D	\$42.65	1,400	I	Bratenahl Investments Ltd.
Common Stock	02/01/2008		s		42	D	\$42.66	1,358	I	Bratenahl Investments Ltd.
Common Stock	02/01/2008		s		14	D	\$42.665	1,344	I	Bratenahl Investments Ltd.
Common Stock	02/01/2008		s		28	D	\$42.68	1,316	I	Bratenahl Investments Ltd.

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of Security (Instr. 3) 2. Transaction 2A. Deemed 3. 4. Securities Acquired (A) or 5. Amount of 6. Ownership 7. Nature of												
1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	ZA. Deemed Execution Date, if any (Month/Day/Year)	3. Transa Code (8)		Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect Beneficial Ownership (Instr. 4)		
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)				
Common Stock	02/01/2008		S		28	D	\$42.72	1,288	I	Bratenahl Investments Ltd.		
Common Stock	02/01/2008		S		28	D	\$42.724	1,260	I	Bratenahl Investments Ltd.		
Common Stock	02/01/2008		S		28	D	\$42.73	1,232	I	Bratenahl Investments Ltd.		
Common Stock	02/01/2008		S		14	D	\$42.752	1,218	I	Bratenahl Investments Ltd.		
Common Stock	02/01/2008		S		14	D	\$42.76	1,204	I	Bratenahl Investments Ltd.		
Common Stock	02/01/2008		S		14	D	\$42.762	1,190	I	Bratenahl Investments Ltd.		
Common Stock	02/01/2008		S		14	D	\$42.764	1,176	I	Bratenahl Investments Ltd.		
Common Stock	02/01/2008		S		14	D	\$42.77	1,162	I	Bratenahl Investments Ltd.		
Common Stock	02/01/2008		S		14	D	\$42.774	1,148	I	Bratenahl Investments Ltd.		
Common Stock	02/01/2008		S		14	D	\$42.775	1,134	I	Bratenahl Investments Ltd.		
Common Stock	02/01/2008		S		84	D	\$42.78	1,050	I	Bratenahl Investments Ltd.		
Common Stock	02/01/2008		S		56	D	\$42.784	994	I	Bratenahl Investments Ltd.		
Common Stock	02/01/2008		S		42	D	\$42.79	952	I	Bratenahl Investments Ltd.		
Common Stock	02/01/2008		S		14	D	\$42.792	938	I	Bratenahl Investments Ltd.		
Common Stock	02/01/2008		S		42	D	\$42.793	896	I	Bratenahl Investments Ltd.		
Common Stock	02/01/2008		S		14	D	\$42.8	882	I	Bratenahl Investments Ltd.		
Common Stock	02/01/2008		S		42	D	\$42.802	840	I	Bratenahl Investments Ltd.		

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Ta Date (Month/Day/Year)	Hife IFenBeriva Execution Date, if any (e.g., p (Month/Day/Year)	titve S Transa Utsueq 8)	ecuri	the Security Security Acqu (A) or Dispo of (D) (Instr and 5	rities ired osed . 3, 4	ຣ, ດຸນັກເທນຣ _າ , ແລກvertib						fection Date Expiration Date Quilings, reamvertib		fedtersississeredt, Expiration Date Aphianos,reanvertib		fedtersigeseeredt, c Expiration Pate Quations of the second		fedtasisposterot, Expiration Date Aptianssy Ranvertib		fentsispiseterol Explation Date optimiss/reanvert		fedtersisissierer Expiration Date optionSyreanvertic		бентеркерізерения, Expiration Date Quətiquosyreenvertib		ifentersissener, Expiration Date QuitionDate QuitionDay/Ranvertib		ifenterissingsteredt, Expiration Date QuitionSyleanvertib		ifedtasiscissistered Explicition Date QDHIMDSy/CQMVerti		ifedtofisioiseterof, Explication Date Optimosy/convertil		iedtersississerve Expiration Date Optimosy/convert		Underly Derivat	/ing	8 Ovine Ed 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)
											Amount or																																
1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transa E88ê (ction Instr.	5. Nu of Deriv		6. Date Exerce Date Expiration Da Month/Day/y	texpiration	7. Title Amour Litle Securi	Number and t off Shares ies	8. Price of Derivative Security	9. Number of derivative Securities	10. Ownership Form:	11. Nature of Indirect Beneficial																												
Explanation Remarks	Price of Derivative Security	es:	(Month/Day/Year)	8)		Secu Acqu (A) or Dispo	ired			Underly Derivat Securit and 4)		(Instr. 5)	Beneficially Owned Following Reported	Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)																												
All transactio	ns reported her	eunder made pursuar	nt to an established 10)b5-1 pla	an.	of (D) (Instr and 5	. 3, 4		Ha	, I	e Terrion	as attorne	Transaction(s)																														
Reminder [.] F	eport on a se	parate line for each	class of securities	benterio	uiðliv ov	vi (a) i d	ir (P) tiv	Date Exercicisable	Ho	wley.	Number	<u>ting</u> Person	<u>02/04/200</u> Date	<u>)8</u>																													

* 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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