

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
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1. Name and Address of Reporting Person * <u>Leary John F</u> <hr/> (Last) (First) (Middle) ADAMS RITE AEROSPACE INC. 4141 NORTH PALM STREET <hr/> (Street) FULLERTON CA 92835 <hr/> (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>Pres., Adams Rite Aerospace</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/14/2008</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting 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 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	05/14/2008		M		10,000	A	\$6.68	10,000	D	
Common Stock	05/14/2008		S		100	D	\$41.692	9,900	D	
Common Stock	05/14/2008		S		100	D	\$41.83	9,800	D	
Common Stock	05/14/2008		S		700	D	\$41.89	9,100	D	
Common Stock	05/14/2008		S		400	D	\$42.42	8,700	D	
Common Stock	05/14/2008		S		100	D	\$42.41	8,600	D	
Common Stock	05/14/2008		S		600	D	\$42.43	8,000	D	
Common Stock	05/14/2008		S		2,200	D	\$42.45	5,800	D	
Common Stock	05/14/2008		S		490	D	\$42.46	5,310	D	
Common Stock	05/14/2008		S		100	D	\$42.464	5,210	D	
Common Stock	05/14/2008		S		700	D	\$42.47	4,510	D	
Common Stock	05/14/2008		S		300	D	\$42.473	4,210	D	
Common Stock	05/14/2008		S		100	D	\$42.475	4,110	D	
Common Stock	05/14/2008		S		500	D	\$42.48	3,610	D	
Common Stock	05/14/2008		S		100	D	\$42.4875	3,510	D	
Common Stock	05/14/2008		S		700	D	\$42.49	2,810	D	
Common Stock	05/14/2008		S		300	D	\$42.492	2,510	D	
Common Stock	05/14/2008		S		200	D	\$42.4925	2,310	D	
Common Stock	05/14/2008		S		410	D	\$42.5	1,900	D	
Common Stock	05/14/2008		S		700	D	\$42.54	1,200	D	
Common Stock	05/14/2008		S		600	D	\$42.55	600	D	
Common Stock	05/14/2008		S		100	D	\$42.59	500	D	
Common Stock	05/14/2008		S		200	D	\$42.868	300	D	
Common Stock	05/14/2008		S		100	D	\$42.9	200	D	
Common Stock	05/14/2008		S		200	D	\$43.05	0	D	

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)	Table 1. Deemed Derivative Securities (e.g., Puts, Calls, Warrants)	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 Securities 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)		
															Amount or Number of Shares
			3A. Deemed Execution Date, if any (Month/Day/Year)				Date Exercisable	Expiration Date							
				Code	V	(A)	(D)		Title						
Stock Option	\$6.68	05/14/2008		M			10,000	09/30/2004	08/05/2013	Common Stock	10,000	\$6.68	88,664	D	

Explanation of Responses:

Remarks:

All transactions reported hereunder are made pursuant to an established 10b5-1 plan.

Halle Fine Terrion as attorney
in fact for John Leary 05/14/2008

** 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.

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