

**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                                 |           |
|----------------------------------------------|-----------|
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|                                                                                                                                                                                                               |                                                                                   |                                                                                                                                                                                     |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1. Name and Address of Reporting Person*<br><u>Howley W Nicholas</u><br><br>(Last) (First) (Middle)<br>1301 EAST NINTH STREET<br>SUITE 3710<br><br>(Street)<br>CLEVELAND OH 44114<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>TransDigm Group INC [ TDG ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><br>Director 10% Owner<br>Officer (give title below) Other (specify below)<br>Chief Executive Officer |
|                                                                                                                                                                                                               | 3. Date of Earliest Transaction (Month/Day/Year)<br>05/01/2008                    |                                                                                                                                                                                     |
|                                                                                                                                                                                                               | 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                    | 05/01/2008                           |                                                    | s                              |   | 258                                                               | D          | \$37.42  | 20,226                                                                                        | D                                                        |                                                       |
| Common Stock                    | 05/01/2008                           |                                                    | s                              |   | 602                                                               | D          | \$37.43  | 19,624                                                                                        | D                                                        |                                                       |
| Common Stock                    | 05/01/2008                           |                                                    | s                              |   | 86                                                                | D          | \$37.434 | 19,538                                                                                        | D                                                        |                                                       |
| Common Stock                    | 05/01/2008                           |                                                    | s                              |   | 1,204                                                             | D          | \$37.44  | 18,334                                                                                        | D                                                        |                                                       |
| Common Stock                    | 05/01/2008                           |                                                    | s                              |   | 344                                                               | D          | \$37.45  | 17,990                                                                                        | D                                                        |                                                       |
| Common Stock                    | 05/01/2008                           |                                                    | s                              |   | 344                                                               | D          | \$37.46  | 17,646                                                                                        | D                                                        |                                                       |
| Common Stock                    | 05/01/2008                           |                                                    | s                              |   | 86                                                                | D          | \$37.466 | 17,560                                                                                        | D                                                        |                                                       |
| Common Stock                    | 05/01/2008                           |                                                    | s                              |   | 86                                                                | D          | \$37.47  | 17,474                                                                                        | D                                                        |                                                       |
| Common Stock                    | 05/01/2008                           |                                                    | s                              |   | 86                                                                | D          | \$37.476 | 17,388                                                                                        | D                                                        |                                                       |
| Common Stock                    | 05/01/2008                           |                                                    | s                              |   | 413                                                               | D          | \$37.49  | 16,975                                                                                        | D                                                        |                                                       |
| Common Stock                    | 05/01/2008                           |                                                    | s                              |   | 516                                                               | D          | \$37.5   | 16,459                                                                                        | D                                                        |                                                       |
| Common Stock                    | 05/01/2008                           |                                                    | s                              |   | 172                                                               | D          | \$37.51  | 16,287                                                                                        | D                                                        |                                                       |
| Common Stock                    | 05/01/2008                           |                                                    | s                              |   | 510                                                               | D          | \$37.52  | 15,777                                                                                        | D                                                        |                                                       |
| Common Stock                    | 05/01/2008                           |                                                    | s                              |   | 244                                                               | D          | \$37.53  | 15,533                                                                                        | D                                                        |                                                       |
| Common Stock                    | 05/01/2008                           |                                                    | s                              |   | 258                                                               | D          | \$37.54  | 15,275                                                                                        | D                                                        |                                                       |
| Common Stock                    | 05/01/2008                           |                                                    | s                              |   | 516                                                               | D          | \$37.56  | 14,759                                                                                        | D                                                        |                                                       |
| Common Stock                    | 05/01/2008                           |                                                    | s                              |   | 93                                                                | D          | \$37.569 | 14,666                                                                                        | D                                                        |                                                       |
| Common Stock                    | 05/01/2008                           |                                                    | s                              |   | 430                                                               | D          | \$37.57  | 14,236                                                                                        | D                                                        |                                                       |
| Common Stock                    | 05/01/2008                           |                                                    | s                              |   | 688                                                               | D          | \$37.58  | 13,548                                                                                        | D                                                        |                                                       |
| Common Stock                    | 05/01/2008                           |                                                    | s                              |   | 86                                                                | D          | \$37.588 | 13,462                                                                                        | D                                                        |                                                       |
| Common Stock                    | 05/01/2008                           |                                                    | s                              |   | 376                                                               | D          | \$37.59  | 13,086                                                                                        | D                                                        |                                                       |
| Common Stock                    | 05/01/2008                           |                                                    | s                              |   | 86                                                                | D          | \$37.593 | 13,000                                                                                        | D                                                        |                                                       |
| Common Stock                    | 05/01/2008                           |                                                    | s                              |   | 258                                                               | D          | \$37.6   | 12,742                                                                                        | D                                                        |                                                       |
| Common Stock                    | 05/01/2008                           |                                                    | s                              |   | 172                                                               | D          | \$37.61  | 12,570                                                                                        | D                                                        |                                                       |
| Common Stock                    | 05/01/2008                           |                                                    | s                              |   | 688                                                               | D          | \$37.62  | 11,882                                                                                        | D                                                        |                                                       |
| Common Stock                    | 05/01/2008                           |                                                    | s                              |   | 86                                                                | D          | \$37.625 | 11,796                                                                                        | D                                                        |                                                       |
| Common Stock                    | 05/01/2008                           |                                                    | s                              |   | 172                                                               | D          | \$37.63  | 11,624                                                                                        | D                                                        |                                                       |
| Common Stock                    | 05/01/2008                           |                                                    | s                              |   | 774                                                               | D          | \$37.64  | 10,850                                                                                        | D                                                        |                                                       |
| Common Stock                    | 05/01/2008                           |                                                    | s                              |   | 516                                                               | D          | \$37.65  | 10,334                                                                                        | D                                                        |                                                       |

**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                    | 05/01/2008                           |                                                    | S                              |   | 344                                                               | D          | \$37.66 | 9,990                                                                                         | D                                                        |                                                       |

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

| 1. Title of Derivative Security (Instr. 3) | 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 Derivative 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) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|---|----------------------------------------------------------------------------------------|-----|----------------------------------------------------------|-----------------|-----------------------------------------------------------------------------------|--------------------------------------------|----------------------------------------------------------------------------------------------------|-----------------------------------------------------------|--------------------------------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V | (A)                                                                                    | (D) | Date Exercisable                                         | Expiration Date |                                                                                   |                                            |                                                                                                    |                                                           |                                                        |

Explanation of Responses:

**Remarks:**

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

Halle Fine Terrion as attorney  
in fact for W. Nicholas Howley 05/05/2008

\*\* 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.

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.