

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>Rufus Gregory</u> (Last) (First) (Middle) TRANSDIGM GROUP INCORPORATED 1301 EAST 9TH STREET, SUITE 3710 (Street) CLEVELAND OH 44114 (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>Exec. VP, CFO and Secretary</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/13/2007</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	12/13/2007		M		38,896	A	\$6.68	38,896	D	
Common Stock	12/13/2007		S		700	D	\$46.135	38,196	D	
Common Stock	12/13/2007		S		400	D	\$46.35	37,796	D	
Common Stock	12/13/2007		S		100	D	\$46.47	37,696	D	
Common Stock	12/13/2007		S		100	D	\$46.49	37,596	D	
Common Stock	12/13/2007		S		200	D	\$46.5	37,396	D	
Common Stock	12/13/2007		S		100	D	\$46.51	37,296	D	
Common Stock	12/13/2007		S		200	D	\$46.52	37,096	D	
Common Stock	12/13/2007		S		100	D	\$46.55	36,996	D	
Common Stock	12/13/2007		S		100	D	\$46.58	36,896	D	
Common Stock	12/13/2007		S		300	D	\$46.6	36,596	D	
Common Stock	12/13/2007		S		200	D	\$46.61	36,396	D	
Common Stock	12/13/2007		S		100	D	\$46.62	36,296	D	
Common Stock	12/13/2007		S		602	D	\$46.64	35,694	D	
Common Stock	12/13/2007		S		100	D	\$46.645	35,594	D	
Common Stock	12/13/2007		S		900	D	\$46.65	34,694	D	
Common Stock	12/13/2007		S		200	D	\$46.66	34,494	D	
Common Stock	12/13/2007		S		500	D	\$46.665	33,994	D	
Common Stock	12/13/2007		S		600	D	\$46.67	33,394	D	
Common Stock	12/13/2007		S		100	D	\$46.675	33,294	D	
Common Stock	12/13/2007		S		900	D	\$46.68	32,394	D	
Common Stock	12/13/2007		S		300	D	\$46.685	32,094	D	
Common Stock	12/13/2007		S		600	D	\$46.69	31,494	D	
Common Stock	12/13/2007		S		200	D	\$46.695	31,294	D	
Common Stock	12/13/2007		S		598	D	\$46.7	30,696	D	
Common Stock	12/13/2007		S		100	D	\$46.705	30,596	D	
Common Stock	12/13/2007		S		100	D	\$46.71	30,496	D	
Common Stock	12/13/2007		S		400	D	\$46.715	30,096	D	
Common Stock	12/13/2007		S		200	D	\$46.72	29,896	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	12/13/2007		S		100	D	\$46.73	29,796	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						Title
Stock Option	\$6.68	12/13/2007		M			38,896	08/05/2003	08/05/2013	Common Stock	38,896	\$6.68	0	D	

Explanation of Responses:

Remarks:

Halle Fine Terrion, as attorney- 12/13/2007
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.