

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Riley James M</u>  (Last) (First) (Middle) AEROCONTROLEX GROUP 313 GILLETT STREET  (Street) PAINESVILLE OH 44077  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 03/14/2006	3. Issuer Name and Ticker or Trading Symbol <u>TransDigm Group INC [ TDG ]</u>	5. If Amendment, Date of Original Filed (Month/Day/Year)
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Pres. (Aerocontrolex Group)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Stock Options	07/22/2003	07/19/2012	Common Stock 22,239	3.35	D	
Stock Options	07/22/2003	01/01/2010	Common Stock 59,602	2.34	D	
Stock Options <sup>(1)</sup>	09/30/2004	08/05/2013	Common Stock 59,840	6.68	D	
Stock Options <sup>(2)</sup>	08/05/2003	08/05/2013	Common Stock 14,960	6.68	D	
Stock Options <sup>(3)</sup>	09/30/2005	12/30/2014	Common Stock 17,952	8.52	D	
Stock Options <sup>(4)</sup>	12/30/2004	12/30/2014	Common Stock 4,488	8.52	D	
Stock Options	09/28/2005	01/01/2010	Common Stock 3,515	13.37	D	
Stock Options	09/28/2005	08/05/2013	Common Stock 299	13.37	D	
Stock Options <sup>(5)</sup>	09/30/2006	10/01/2015	Common Stock 71,808	13.37	D	
Stock Options <sup>(6)</sup>	10/01/2005	10/01/2015	Common Stock 17,952	13.37	D	

Explanation of Responses:

- Vesting is based on achievement of annual and cumulative performance metrics at 10% for each year from 2004 to 2008, then at 50% in 2008; subject to accelerated vesting upon sales of shares of common stock by certain investors of issuer.
- Vests over time in 20% increments starting on grant date and annually on next four anniversary dates.
- Vesting is based on achievement of annual and cumulative performance metrics at 12.5% for each year from 2005 to 2008, then at 50% in 2008; subject to accelerated vesting upon sales of shares of common stock by certain investors of issuer.
- Vests over time in 25% increments starting on grant date and annually on next three anniversary dates.
- Vesting is based on achievement of annual and cumulative performance metrics at 16.66% for each year from 2006 to 2008, then at 50% in 2008; subject to accelerated vesting upon sales of shares of common stock by certain investors of issuer.
- Vests over time in 33.33% increments starting on grant date and annually on next two anniversary dates.

Remarks:

Deanna M. Campbell, Attorney-in-Fact for James M Riley

03/14/2006

\*\* 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 5 (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.

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Halle F. Terrion and Deanna M. Campbell, signing singly, the undersigned

1. execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of TransDigm Group Incorporated, a Delaware corporation

2. do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form ID and Form 1041

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, proper and convenient

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of the date set forth below.

/s/ James M. Riley

James M. Riley

Date: February 6, 2006

SOLICITORS, 27056, 00001, 101215996.1, Riley POA