

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*			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
<u>Howley W Nicholas</u>			<u>TransDigm Group INC [TDG]</u>			<input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Executive Officer</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line)		
1301 EAST NINTH STREET SUITE 3710			06/02/2008					
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)			<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
CLEVELAND OH 44114								
(City)			(State)			(Zip)		

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	06/02/2008		S		14	D	\$43.664	958	I	Bratenahl Investments, Ltd.
Common Stock	06/02/2008		S		146	D	\$43.67	812	I	Bratenahl Investments, Ltd.
Common Stock	06/02/2008		S		14	D	\$43.672	798	I	Bratenahl Investments, Ltd.
Common Stock	06/02/2008		S		14	D	\$43.68	784	I	Bratenahl Investments, Ltd.
Common Stock	06/02/2008		S		14	D	\$43.685	770	I	Bratenahl Investments, Ltd.
Common Stock	06/02/2008		S		84	D	\$43.69	686	I	Bratenahl Investments, Ltd.
Common Stock	06/02/2008		S		238	D	\$43.7	448	I	Bratenahl Investments, Ltd.
Common Stock	06/02/2008		S		14	D	\$43.74	434	I	Bratenahl Investments, Ltd.
Common Stock	06/02/2008		S		19	D	\$43.75	415	I	Bratenahl Investments, Ltd.
Common Stock	06/02/2008		S		42	D	\$43.76	373	I	Bratenahl Investments, Ltd.
Common Stock	06/02/2008		S		14	D	\$43.78	359	I	Bratenahl Investments, Ltd.
Common Stock	06/02/2008		S		98	D	\$43.79	261	I	Bratenahl Investments, Ltd.
Common Stock	06/02/2008		S		28	D	\$43.8	233	I	Bratenahl Investments, Ltd.

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	06/02/2008		S		9	D	\$43.87	224	I	Bratenahl Investments, Ltd.
Common Stock	06/02/2008		S		14	D	\$43.98	210	I	Bratenahl Investments, Ltd.
Common Stock	06/02/2008		S		56	D	\$44	154	I	Bratenahl Investments, Ltd.
Common Stock	06/02/2008		S		42	D	\$44.01	112	I	Bratenahl Investments, Ltd.
Common Stock	06/02/2008		S		112	D	\$44.12	0	I	Bratenahl Investments, Ltd.

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 06/04/2008
in fact for W. Nicholas Howley

** 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.