FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287 Estimated average burden 0.5 hours per response:

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

| 1 Title of Security (Instr. 3) 2. Transactio | | | | | | | 7. Nature of | | | |
|--|---|---|---|---|---|--|--|--|--|--|
| · | Table I - Non-De | rivative Securities | Acquired, Disposed of, or E | Beneficially | Owned | | | | | |
| (State) | (Zip) | | | | | | | | | |
| | | _ | | | Form filed by N Person | Reporting | | | | |
| ОН | 44114 | | | X | Form filed by One Reporting Person | | | | | |
| | | 4. If Amendment, Da | te of Original Filed (Month/Day/Year) | | 6. Individual or Joint/Group Filing (Check Applicable | | | | | |
| | | | | | | | | | | |
| NTH STREET | | 06/02/2008 | | | Chief Ex | ecutive Offi | cer | | | |
| (First) | (Middle) | 3. Date of Earliest Tr | ransaction (Month/Day/Year) | X | below) | be | ther (specify elow) | | | |
| ess of Reporting I Vicholas | Person* | | 9 , | | k all applicable) Director | 10 | 0% Owner | | | |
| | | | | . 100 | | | | | | |
| | ess of Reporting I Iicholas (First) NTH STREET | ess of Reporting Person* Iicholas (First) (Middle) NTH STREET OH 44114 (State) (Zip) | or Section 30(h) of the sess of Reporting Person* Iicholas | or Section 30(h) of the Investment Company Act of 1940 ess of Reporting Person* Iicholas (First) (Middle) NTH STREET OH 44114 (State) (Zip) 2. Issuer Name and Ticker or Trading Symbol TransDigm Group INC [TDG] 3. Date of Earliest Transaction (Month/Day/Year) 06/02/2008 4. If Amendment, Date of Original Filed (Month/Day/Year) | or Section 30(h) of the Investment Company Act of 1940 2. Issuer Name and Ticker or Trading Symbol TransDigm Group INC [TDG] 3. Date of Earliest Transaction (Month/Day/Year) 06/02/2008 4. If Amendment, Date of Original Filed (Month/Day/Year) OH 44114 (State) (Zip) | or Section 30(h) of the Investment Company Act of 1940 2. Issuer Name and Ticker or Trading Symbol TransDigm Group INC [TDG] (Check all applicable) Director X Officer (give tit below) Chief Ex OH 44114 4. If Amendment, Date of Original Filed (Month/Day/Year) OH 44114 6. Individual or Joint/Gruline) X Form filed by the section of the Investment Company Act of 1940 4. If Amendment, Date of Original Filed (Month/Day/Year) Form filed by the section of the Investment Company Act of 1940 5. Relationship of Reporting Symbol (Check all applicable) Officer (give tit below) Chief Ex 4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Gruline) X Form filed by the Person | or Section 30(h) of the Investment Company Act of 1940 2. Issuer Name and Ticker or Trading Symbol TransDigm Group INC [TDG] (First) (Middle) NTH STREET 3. Date of Earliest Transaction (Month/Day/Year) O6/02/2008 4. If Amendment, Date of Original Filed (Month/Day/Year) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | |

| SUITE 3710 | 4 If Amondment Date | o of Orio | sinal E | ilod (Month/F | 6 Individual or Joint/Group Filing (Check Applicable | | | | | | | | | | | |
|---------------------------------|--|-----------|---|-------------------|--|-------|---|----------------|---------|---|---|---|--|--|--|--|
| (Street) CLEVELAND | 4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applica Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | | | | | | | | | | | | |
| (City) | (State) | (Zip) | | | | | | | | | | | | | | |
| | | Table I - | Non-Deriva | tive Securities A | cquire | ed, C | Disposed | of, or E | Benefic | ially Owned | | | | | | |
| 1. Title of Security (Instr. 3) | | | 2. Transaction Date (Month/Day/Ye | Execution Date, | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 a 5) | | | 5. Amount of Securities Beneficially Owned Following Reported | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | | | |
| | | | | | Code V | | Amount | t (A) or Price | | Transaction(s) (Instr. 3 and 4) | | (111341. 4) | | | | |
| Common Stock | | | 06/02/200 | 8 | S | | 14 | D | \$43.66 | 958 | I | Bratenahl Investments, Ltd. | | | | |
| Common Stock | | | 06/02/200 | 8 | S | | 146 | D | \$43.6 | 7 812 | I | Bratenahl Investments, Ltd. | | | | |
| Common Stock | | | 06/02/200 | 8 | S | | 14 | D | \$43.67 | 72 798 | I | Bratenahl Investments, Ltd. | | | | |
| Common Stock | | | 06/02/200 | 8 | S | | 14 | D | \$43.6 | 8 784 | I | Bratenahl Investments, Ltd. | | | | |
| Common Stock | | | 06/02/200 | 8 | S | | 14 | D | \$43.68 | 35 770 | I | Bratenahl Investments Ltd. | | | | |
| Common Stock | | | 06/02/200 | 8 | S | | 84 | D | \$43.6 | 9 686 | I | Bratenahl Investments Ltd. | | | | |
| Common Stock | | | 06/02/200 | 8 | S | | 238 | D | \$43.7 | 7 448 | I | Bratenahl Investments Ltd. | | | | |
| Common Stock | | | 06/02/200 | 8 | S | | 14 | D | \$43.7 | 4 434 | I | Bratenahl Investments Ltd. | | | | |
| Common Stock | | | 06/02/200 | 8 | S | | 19 | D | \$43.7 | 5 415 | I | Bratenahl Investments Ltd. | | | | |
| Common Stock | | | 06/02/200 | 8 | S | | 42 | D | \$43.7 | 6 373 | I | Bratenahl Investments Ltd. | | | | |
| Common Stock | | | 06/02/200 | 8 | S | | 14 | D | \$43.7 | 8 359 | I | Bratenahl Investments Ltd. | | | | |
| Common Stock | | | 06/02/200 | 8 | S | | 98 | D | \$43.7 | 9 261 | I | Bratenahl Investments Ltd. | | | | |
| Common Stock | | | 06/02/200 | 8 | S | | 28 | D | \$43.8 | 3 233 | I | Bratenahl Investments Ltd. | | | | |

| 1. Title of Security (Instr. 3) | | 2. Transacti Date (Month/Day | ion | 2A. Dee Executi if any | eemed ution Date, | 3. Tra | 3. Transaction Code (Instr. | | | | | 5. Amoun Securities Beneficia Owned Fo | t of S Ily ollowing | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | | 7. Nature of Indirect Beneficial Ownership | |
|---------------------------------|-------|--|---|------------------------------|----------------------|--|-----------------------------------|----------------|-----------------|------------------------|---|---|---|---|---|--|--|
| | | | | | | Co | de V | | Amount | (A) or (D) | Price | Reported Transaction(s) (Instr. 3 and 4) | | | | (Instr. 4) | |
| Common Stock | | 06/02/20 | 800 | | | S | 5 | | 9 | D | \$43.87 | 22 | 4 | | I | Bratenahl Investments Ltd. | |
| Common Stock | | 06/02/20 | 2008 | | | S | 5 | 14 | | D | \$43.98 | 210 | | I | | Bratenahl Investments Ltd. | |
| Common Stock | | 06/02/20 | 2008 | | | S | 6 | 56 | | D | \$44 | 154 | | I In | | Bratenahl Investments Ltd. | |
| Common | Stock | | 06/02/20 | 800 | | | S | 6 | | 42 | D | \$44.01 | 11 | 2 | | I | Bratenahl Investments Ltd. |
| Common Stock | | 06/02/20 | 06/02/2008 | | | S | S | | 112 | D | \$44.12 | 0 | | I | | Bratenahl Investments Ltd. | |
| | | Та | ble II - Deriva (e.g., p | | | | | | | oosed of, convertil | | | y Owned | | | , | |
| Derivative Conversion I | | 3. Transaction Date (Month/Day/Year) | on 3A. Deemed 4. Execution Date, Trans | | action (Instr. | 5. Numb of Derivativ Securitie Acquired (A) or Dispose of (D) (Instr. 3, and 5) | mber 6. Date Expirati (Month/ | | Exercisable and | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | derivati Securiti Benefic Owned Followin Reporte | curities neficially ned llowing ported unsaction(s) | | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
| | | | | Code | v | (A) (D | | ate xercisa | ble | Expiration Date | Title | Amount or Number of Shares | | | | | |

Explanation of Responses:

Remarks:

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

<u>Halle Fine Terrion as attorney</u> <u>in fact for W. Nicholas Howley</u> <u>06/04/2008</u>

** 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.