

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 * <u>Graff Michael</u>			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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>12/10/2007</u>			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		
<u>466 LEXINGTON AVENUE</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)	<u>NEW YORK NY 10017</u>							
(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, par value \$0.01 per share	12/10/2007		J ⁽¹⁾		3,462,422	D	\$0	14,410,837	I	See footnote ⁽¹⁾
Common Stock, par value \$0.01 per share	12/10/2007		J ⁽²⁾		5,197	A	\$0	5,197	D	
Common Stock, par value \$0.01 per share								7,764	D	
Common Stock, par value \$0.01 per share								1,472	D	
Common Stock, par value \$0.01 per share								26,628	D	
Common Stock (restricted), par value \$0.01 per share ⁽³⁾								655	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					
Stock Options (right to buy) ⁽⁴⁾	\$6.68							07/22/2003	07/22/2013	Common Stock, par value \$0.01 per share	26,419	26,419	D	
Stock Options (right to buy) ⁽⁵⁾	\$6.68							07/22/2003	07/22/2013	Common Stock, par value \$0.01 per share	105,677	105,677	D	

Explanation of Responses:

- See Exhibit 99.1.
- See Exhibit 99.1.
- Receipt of stock in respect of annual grant of restricted stock to directors with the number of shares determined based on the fair market value of the stock on the date of grant. Subject to forfeiture; forfeiture provisions lapse as to one-third of the stock on each of the first, second and third anniversaries of the date of grant.
- Vests over time in 20% increments starting on the date of grant and annually on the next four anniversary dates; subject to accelerated vesting in certain circumstances.
- 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 in certain circumstances.

MICHAEL GRAFF By: Scott A. Arenare
A. Arenare Attorney-In-Fact /s/ 12/11/2007
Scott A. Arenare

** 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.

Explanation of Responses

- (1) Prior to the transaction reported herein, TD Group Holdings, LLC (“TD LLC”) owned an aggregate of 17,873,259 shares of common stock (the “Common Stock”), par value \$0.01 per share, of TransDigm Group Incorporated (the “Company”). On December 10, 2007, TD LLC distributed an aggregate of 3,462,422 shares of Common Stock to its members (the “LLC Distribution”), which distribution was made on a pro rata basis with no consideration being paid to TD LLC in connection therewith. In connection with the LLC Distribution, Warburg Pincus Private Equity VIII, L.P. (“WP VIII”), in its capacity as a member of TD LLC, received an aggregate of 2,923,639 shares of Common Stock and, immediately following the receipt thereof, distributed all such shares to its partners on a pro rata basis and received no consideration in connection therewith (the “WP Distribution”). WP VIII, including two affiliated partnerships, is the managing member of TD LLC, and as such, has voting and investment power over the shares of Common Stock held by TD LLC, including the shares with respect to which WP VIII does not have a pecuniary interest. WP VIII disclaims beneficial ownership of all shares of Common Stock in respect of which WP VIII does not have a pecuniary interest. Warburg Pincus Partners LLC (“WP Partners LLC”), a subsidiary of Warburg Pincus & Co. (“WP”), is the sole general partner of WP VIII. WP VIII is managed by Warburg Pincus LLC (“WP LLC” and together with WP, WP VIII and WP Partners LLC, the “Warburg Entities”). Michael Graff, a director of the Company, is a general partner of WP and managing director and member of WP LLC and by reason of the provisions of Rule 16a-1 under the Securities Exchange Act of 1934, as amended, Mr. Graff may be deemed to be the beneficial owner of an indeterminate portion of the shares of Common Stock beneficially owned by TD LLC. Mr. Graff disclaims beneficial ownership of all shares held by TD LLC except to the extent of any pecuniary interest therein. WP Partners LLC and WP LLC may be deemed to have an indirect pecuniary interest (within the meaning of Rule 16a-1 under the Securities Exchange Act of 1934, as amended) in an indeterminate portion of the shares of Common Stock held by TD LLC. WP Partners LLC and WP LLC disclaim beneficial ownership of all such shares held by TD LLC except to the extent of any pecuniary interest therein. Charles R. Kaye and Joseph P. Landy are Managing General Partners of WP and Managing Members of WP LLC and may be deemed to control the Warburg Entities. Messrs. Kaye and Landy disclaim beneficial ownership of all shares of Common Stock held by TD LLC except to the extent of any pecuniary interest therein. The address of the Warburg Entities is 466 Lexington Avenue, New York, New York 10017.
- (2) In connection with the WP Distribution, an aggregate of 5,197 shares were transferred to Mr. Graff or trusts established for the benefit of his family members. Mr. Graff disclaims beneficial ownership of all such shares held by any such trust except to the extent of any pecuniary interest therein.