

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES

OMB APPROVAL	
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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>Howley W Nicholas</u> (Last) (First) (Middle) <u>TRANSDIGM GROUP INCORPORATED</u> <u>1301 EAST 9TH STREET, SUITE 3710</u> (Street) <u>CLEVELAND OH</u> <u>44114</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>03/14/2006</u>	3. Issuer Name and Ticker or Trading Symbol <u>TransDigm Group INC [TDG]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>CEO and Chairman of Bd.</u>	
		5. If Amendment, Date of Original Filed (Month/Day/Year)	
		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)
<u>Common Stock</u>	<u>513,733</u>	<u>D</u>	

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	Title	Amount or Number of Shares			
<u>Stock Options</u>	<u>07/22/2003</u>	<u>01/01/2010</u>	<u>Common Stock</u>	<u>902,928</u>	<u>2.38</u>	<u>D</u>	
<u>Stock Options⁽¹⁾</u>	<u>09/30/2004</u>	<u>08/05/2013</u>	<u>Common Stock</u>	<u>1,077,120</u>	<u>6.68</u>	<u>D</u>	
<u>Stock Options</u>	<u>08/05/2003</u>	<u>08/05/2013</u>	<u>Common Stock</u>	<u>269,280</u>	<u>6.68</u>	<u>D</u>	
<u>Stock Options</u>	<u>09/28/2005</u>	<u>01/01/2010</u>	<u>Common Stock</u>	<u>61,111</u>	<u>13.37</u>	<u>D</u>	
<u>Stock Options</u>	<u>09/28/2005</u>	<u>08/05/2013</u>	<u>Common Stock</u>	<u>5,236</u>	<u>13.37</u>	<u>D</u>	
<u>Stock Options</u>	<u>07/22/2003</u>	<u>01/01/2010</u>	<u>Common Stock</u>	<u>260,203</u>	<u>0.79</u>	<u>I</u>	<u>Bratenahl Investments, Ltd.</u>
<u>Stock Options⁽¹⁾</u>	<u>09/30/2004</u>	<u>08/05/2013</u>	<u>Common Stock</u>	<u>119,680</u>	<u>6.68</u>	<u>I</u>	<u>Bratenahl Investments, Ltd.</u>
<u>Stock Options</u>	<u>08/05/2003</u>	<u>08/05/2013</u>	<u>Common Stock</u>	<u>29,920</u>	<u>6.68</u>	<u>I</u>	<u>Bratenahl Investments, Ltd.</u>
<u>Stock Options</u>	<u>09/28/2005</u>	<u>01/01/2010</u>	<u>Common Stock</u>	<u>11,220</u>	<u>13.37</u>	<u>I</u>	<u>Bratenahl Investments, Ltd.</u>
<u>Stock Options</u>	<u>09/28/2005</u>	<u>08/05/2013</u>	<u>Common Stock</u>	<u>598</u>	<u>13.37</u>	<u>I</u>	<u>Bratenahl Investments, Ltd.</u>

Explanation of Responses:

1. 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.

Remarks:

Deanna M. Campbell,
Attorney-in-Fact for W
Nicholas Howley
** Signature of Reporting Person Date 03/14/2006

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's true and lawful attorney-in-fact to:

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 (the "Company"), Form ID and Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder; and

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 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority.

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, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted.

The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

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 holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

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

/s/ W. Nicholas Howley

W. Nicholas Howley

Date: February 7, 2006

101216589.1, Howley POA