

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>Leary John F</u> <hr/> (Last) (First) (Middle) ADAMS RITE AEROSPACE INC. 4141 NORTH PALM STREET <hr/> (Street) FULLERTON CA 92835 <hr/> (City) (State) (Zip) | 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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Pres., Adams Rite Aerospace</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>02/13/2008</u> | |

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 | 02/13/2008 | | M | | 10,000 | A | \$6.68 | 10,000 | D | |
| Common Stock | 02/13/2008 | | S | | 100 | D | \$40.09 | 9,900 | D | |
| Common Stock | 02/13/2008 | | S | | 100 | D | \$40.1 | 9,800 | D | |
| Common Stock | 02/13/2008 | | S | | 200 | D | \$40.135 | 9,600 | D | |
| Common Stock | 02/13/2008 | | S | | 100 | D | \$40.18 | 9,500 | D | |
| Common Stock | 02/13/2008 | | S | | 100 | D | \$40.2 | 9,400 | D | |
| Common Stock | 02/13/2008 | | S | | 400 | D | \$40.21 | 9,000 | D | |
| Common Stock | 02/13/2008 | | S | | 100 | D | \$40.22 | 8,900 | D | |
| Common Stock | 02/13/2008 | | S | | 200 | D | \$40.34 | 8,700 | D | |
| Common Stock | 02/13/2008 | | S | | 100 | D | \$40.35 | 8,600 | D | |
| Common Stock | 02/13/2008 | | S | | 100 | D | \$40.42 | 8,500 | D | |
| Common Stock | 02/13/2008 | | S | | 300 | D | \$40.48 | 8,200 | D | |
| Common Stock | 02/13/2008 | | S | | 100 | D | \$40.538 | 8,100 | D | |
| Common Stock | 02/13/2008 | | S | | 400 | D | \$40.58 | 7,700 | D | |
| Common Stock | 02/13/2008 | | S | | 100 | D | \$40.61 | 7,600 | D | |
| Common Stock | 02/13/2008 | | S | | 100 | D | \$40.62 | 7,500 | D | |
| Common Stock | 02/13/2008 | | S | | 100 | D | \$40.627 | 7,400 | D | |
| Common Stock | 02/13/2008 | | S | | 1,197 | D | \$40.75 | 6,203 | D | |
| Common Stock | 02/13/2008 | | S | | 200 | D | \$40.76 | 6,003 | D | |
| Common Stock | 02/13/2008 | | S | | 700 | D | \$40.77 | 5,303 | D | |
| Common Stock | 02/13/2008 | | S | | 200 | D | \$40.78 | 5,103 | D | |
| Common Stock | 02/13/2008 | | S | | 100 | D | \$40.787 | 5,003 | D | |
| Common Stock | 02/13/2008 | | S | | 100 | D | \$40.79 | 4,903 | D | |
| Common Stock | 02/13/2008 | | S | | 903 | D | \$40.8 | 4,000 | D | |
| Common Stock | 02/13/2008 | | S | | 500 | D | \$40.81 | 3,500 | D | |
| Common Stock | 02/13/2008 | | S | | 100 | D | \$40.814 | 3,400 | D | |
| Common Stock | 02/13/2008 | | S | | 100 | D | \$40.817 | 3,300 | D | |
| Common Stock | 02/13/2008 | | S | | 300 | D | \$40.82 | 3,000 | D | |
| Common Stock | 02/13/2008 | | S | | 100 | D | \$40.83 | 2,900 | D | |

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 | 02/13/2008 | | S | | 100 | D | \$40.836 | 2,800 | 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 | Title | Amount or Number of Shares | | | | |
| Stock Option | \$6.68 | 02/13/2008 | | M | | | 10,000 | 09/30/2004 | 08/05/2013 | Common Stock | 10,000 | \$6.68 | 118,664 | D | |

Explanation of Responses:

Remarks:

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

Halle Fine Terrion as attorney-
in-fact for John Leary 02/13/2008

** 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.