

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>05/28/2009</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>NY</u>	<u>NY</u>	<u>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 ⁽¹⁾	05/28/2009		J ⁽¹⁾		2,082,582	D	\$0 ⁽¹⁾	5,249,436	I	See footnote ⁽¹⁾
Common Stock, par value \$0.01 per share ⁽²⁾	05/28/2009		J ⁽²⁾		488	A	\$0	488	D	
Common Stock, par value \$0.01 per share ⁽³⁾								2,778	D	
Common Stock, par value \$0.01 per share								13,702	D	
Common Stock (restricted), par value \$0.01 per share ⁽⁴⁾								787	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) ⁽⁵⁾	\$27.08							09/30/2009 ⁽⁵⁾	11/17/2018	Common Stock		15,900	D	
Stock Options (right to buy)	\$6.68							07/22/2003	07/22/2013	Common Stock, par value \$0.01 per share		26,419	D	
Stock Options (right to buy)	\$6.68							07/22/2003	07/22/2013	Common Stock, par value \$0.01 per share		81,677	D	

Explanation of Responses:

- See Exhibit 99.1.
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- Receipt of stock in lieu of payment of semi-annual director fee, based on fair market value in accordance with the 2006 Stock Incentive Plan.
- 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.
- Vest based on the achievement of annual and cumulative per share operating performance targets between fiscal 2009 and fiscal 2013.

/s/ Michael Graff 05/29/2009

** 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 7,332,018 shares of the common stock, par value \$0.01 per share (the “Common Stock”), of TransDigm Group Incorporated (the “Company”). On May 28, 2009, TD LLC distributed an aggregate of 2,082,582 shares of Common Stock to its sole member, Warburg Pincus Private Equity VIII, L.P., a Delaware limited partnership, including two affiliated partnership (“WP VIII”), with no consideration being paid to TD LLC in connection therewith (the “TD Distribution”). Immediately following the completion of the TD Distribution, WP VIII distributed the 2,082,582 shares of the Common Stock received by it in connection with the TD Distribution to its partners on a pro rata basis with no consideration being paid to WP VIII in connection therewith (the “WP Distribution”).

WP VIII is the sole member of TD LLC. Warburg Pincus Partners, LLC, a New York limited liability company (“WP Partners LLC”), a subsidiary of Warburg Pincus & Co., a New York general partnership (“WP”), is the sole general partner of WP VIII. WP VIII is managed by Warburg Pincus LLC, a New York limited liability company (“WP LLC” and together with WP, WP VIII and WP Partners LLC, the “Warburg Pincus 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, WP 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, WP 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 and Co-Presidents of WP LLC and may be deemed to control the Warburg Pincus 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 Pincus Entities is 466 Lexington Avenue, New York, New York 10017.

(2) In connection with the WP Distribution, an aggregate of 488 shares were transferred to trusts established for the benefit of Mr. Graff’s 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.
