

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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	
OMB Number:	3235-0104
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1. Name and Address of Reporting Person* <u>McClelland Ralph</u> (Last) (First) (Middle) MARATHONNORCO AEROSPACE, INC. PO BOX 8233, 8301 IMPERIAL DRIVE (Street) WACO TX 76714-8233 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 06/15/2006	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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Pres., MarathonNorco Aerospace	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 <input type="checkbox"/> 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)
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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				
Stock Options ⁽¹⁾	09/30/2004	08/05/2013	Common Stock 47,872	6.68	D	
Stock Options ⁽²⁾	01/20/2004	08/05/2013	Common Stock 11,968	6.68	D	
Stock Options ⁽³⁾	09/30/2005	12/30/2014	Common Stock 11,968	8.52	D	
Stock Options ⁽⁴⁾	12/30/2004	12/30/2014	Common Stock 2,992	8.52	D	
Stock Options ⁽⁵⁾	09/30/2006	06/15/2016	Common Stock 64,000	22.21	D	
Stock Options ⁽⁶⁾	06/15/2006	06/15/2016	Common Stock 16,000	22.21	D	

Explanation of Responses:

- Vesting is based on achievement of annual and cumulative performance metrics; option is currently 41.62% vested and the remainder will vest at 7.30% in 2006, 7.30% in 2007, 7.29% in 2008 and 36.49% in 2008.
- Vests over time in 20% increments starting on grant date and annually on next four anniversary dates.
- Vesting is based on achievement of annual and cumulative performance metrics; option is currently 36.14% vested and the remainder will vest at 9.12% in 2006, 9.12% in 2007, 9.13% in 2008 and 36.49% in 2008.
- Vests over time in 25% increments starting on grant date and annually on next three anniversary dates.
- Vesting is based on achievement of annual and cumulative performance metrics at 16.66% for each year from 2006 to 2008, then at 50% in 2008.
- Vests over time in 33.33% increments starting on grant date and annually on next two anniversary dates.

Remarks:

/s/ Deanna M. Campbell, Attorney-in-Fact for 06/23/2006
Ralph McClelland

** 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 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 Russell Backus, Halle F. Terrion and Deanna M. Campbell, signing singly

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

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 1041

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, proper and convenient

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

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

/s/ Ralph McClelland

Ralph McClelland

Date: June 16, 2006

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