

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> (Last) (First) (Middle) 466 LEXINGTON AVENUE (Street) NY NY 10017 (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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 03/23/2009	
		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 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⁾	03/23/2009		j ⁽¹⁾		1,351,183	D	\$0 ⁽¹⁾	7,332,018	I	See footnote ⁽¹⁾
Common Stock, par value \$0.01 per share ⁽²⁾								2,778	D	
Common Stock, par value \$0.01 per share								13,702	D	
Common Stock (restricted), par value \$0.01 per share ⁽³⁾								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) ⁽⁴⁾	\$27.08							09/30/2009 ⁽⁴⁾	11/17/2018	Common Stock	15,900	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	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	81,677	D	

Explanation of Responses:

- See Exhibit 99.1.
- 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.

Michael Graff By: Scott A. Arenare Attorney-In-Fact /s/ Scott A. Arenare 03/24/2009

** 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

Prior to the transaction reported herein, TD Group Holdings, LLC (“TD LLC”) owned an aggregate of 8,683,201 shares of the common stock, par value \$0.01 per share (the “Common Stock”), of TransDigm Group Incorporated (the “Company”). Pursuant to the Limited Liability Company Agreement of TD LLC, on the first business day following the three year anniversary of the initial public offering of the Company’s Common Stock, TD LLC is required to dissolve and distribute all shares of Common Stock held by it to its members. In lieu of the dissolution of TD LLC, on March 23, 2009, TD LLC entered into a Redemption Agreement (the “Redemption Agreement”) with all of its members other than Warburg Pincus Private Equity VIII, L.P., a Delaware limited partnership, including two affiliated partnerships (“WP VIII”) (collectively, the “Redeemed Members”). Under the Redemption Agreement, each Redeemed Member redeemed all of its membership interests in TD LLC in exchange for a number of shares of Common Stock that corresponded to such Redeemed Member’s pro rata economic interest in TD LLC (the “Redemption”). Other than the shares transferred to the Redeemed Members, neither TD LLC nor WP VIII sold or otherwise transferred any shares of Common Stock in connection with the Redemption. In addition, as a result of the Redemption, WP VIII is the sole remaining member of TD LLC. The Redeemed Members are AlpInvest Partners CS Investments 2003 C.V., AlpInvest Partners Later Stage Co-Investments Custodian II, B.V., A.S.F. Co-Investment Partners II, L.P., ML TD Holdings, LLC and Teachers Insurance and Annuity Association of America.

WP VIII is the sole member of TD LLC after giving effect to the Redemption. 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.
