FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## OMB APPROVAL

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0.5

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

			or Section 30(n) of the investment Company Act of 1940			
1. Name and Addrese Howley W N	ss of Reporting Perso icholas	on <sup>*</sup>	2. Issuer Name and Ticker or Trading Symbol TransDigm Group INC [ TDG ]		tionship of Reporting Pe all applicable) Director	rson(s) to Issuer 10% Owner
(Last) (First) (Middle) 1301 EAST NINTH STREET SUITE 3710		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/01/2008	X	Officer (give title below)  Chief Executive	Other (specify below)  e Officer
(Street) CLEVELAND (City)	OH (State)	44114 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	vidual or Joint/Group Filir Form filed by One Rep Form filed by More tha Person	porting Person

CHUTE 2710	VIII OTTELLI												
SUITE 3710  (Street)  CLEVELAND  (City)	OH (State)	44114 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line)  X Form filed by One Reporting Person  Form filed by More than One Reporting Person										
(City)	(State)		tive Conveition	٠		Diamagad	-4	Danafia	sially Oyunad				
1. Title of Security	(Instr. 3)	2. Transaction Date (Month/Day/Yea	2A. Deemed Execution Date,	3. Transaction Code (Instr.				5. Amount of	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	Transaction(s) (Instr. 3 and 4)		(111341. 4)		
Common Stock		05/01/2008	3	S		112	D	\$37.6	2 1,934	I	Bratenahl Investments, Ltd.		
Common Stock		05/01/2008	3	S		14	D	\$37.62	25 1,920	I	Bratenahl Investments, Ltd.		
Common Stock		05/01/2008	3	S		28	D	\$37.6	3 1,892	I	Bratenahl Investments, Ltd.		
Common Stock		05/01/2008	3	S		126	D	\$37.6	4 1,766	I	Bratenahl Investments, Ltd.		
Common Stock		05/01/2008	3	S		84	D	\$37.6	5 1,682	I	Bratenahl Investments, Ltd.		
Common Stock		05/01/2008	3	S		56	D	\$37.6	6 1,626	I	Bratenahl Investments, Ltd.		
Common Stock		05/01/2008	3	S		170	D	\$37.6	7 1,456	I	Bratenahl Investments, Ltd.		
Common Stock		05/01/2008	3	S		14	D	\$37.67	73 1,442	I	Bratenahl Investments, Ltd.		
Common Stock		05/01/2008	3	S		14	D	\$37.67	75 1,428	I	Bratenahl Investments, Ltd.		
Common Stock		05/01/2008	3	S		14	D	\$37.67	78 1,414	I	Bratenahl Investments, Ltd.		
Common Stock		05/01/2008	3	S		196	D	\$37.6	8 1,218	I	Bratenahl Investments, Ltd.		
Common Stock		05/01/2008	3	S		14	D	\$37.68	35 1,204	I	Bratenahl Investments, Ltd.		
Common Stock		05/01/2008	3	S		56	D	\$37.6	9 1,148	I	Bratenahl Investments, Ltd.		

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)					5. Amount of Securities Beneficially Owned Following Reported	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		Transaction(s) (Instr. 3 and 4)		(111501.4)	
Common Stock	05/01/2008		S		70	D	\$37.7	1,078	I	Bratenahl Investments, Ltd.	
Common Stock	05/01/2008		S		28	D	\$37.71	1,050	I	Bratenahl Investments, Ltd.	
Common Stock	05/01/2008		S		56	D	\$37.72	994	I	Bratenahl Investments, Ltd.	
Common Stock	05/01/2008		S		14	D	\$37.73	980	I	Bratenahl Investments, Ltd.	
Common Stock	05/01/2008		S		56	D	\$37.74	924	I	Bratenahl Investments, Ltd.	
Common Stock	05/01/2008		S		14	D	\$37.75	910	I	Bratenahl Investments, Ltd.	
Common Stock	05/01/2008		S		42	D	\$37.76	868	I	Bratenahl Investments, Ltd.	
Common Stock	05/01/2008		S		14	D	\$37.7675	854	I	Bratenahl Investments, Ltd.	
Common Stock	05/01/2008		S		112	D	\$37.77	742	I	Bratenahl Investments, Ltd.	
Common Stock	05/01/2008		S		122	D	\$37.78	620	I	Bratenahl Investments, Ltd.	
Common Stock	05/01/2008		S		28	D	\$37.79	592	I	Bratenahl Investments, Ltd.	
Common Stock	05/01/2008		S		158	D	\$37.8	434	I	Bratenahl Investments, Ltd.	
Common Stock	05/01/2008		S		70	D	\$37.81	364	I	Bratenahl Investments, Ltd.	
Common Stock	05/01/2008		S		14	D	\$37.8125	350	I	Bratenahl Investments, Ltd.	
Common Stock	05/01/2008		S		28	D	\$37.82	322	I	Bratenahl Investments, Ltd.	
Common Stock	05/01/2008		S		56	D	\$37.84	266	I	Bratenahl Investments, Ltd.	
Common Stock	05/01/2008		S		28	D	\$37.86	238	I	Bratenahl Investments, Ltd.	

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 Ta Date (Month/Day/Year)	GRETTERN TO THE TRANSPORT OF THE TRANSPO	idye S Transa Ulsge(0 8)	ecuri action asls,	The Survey of (D) (Instrand 5	rities ired osed : 3, 4	ife관약Fiespies보안Pof, ( Expiration Date QDH@DSy/@QDVertib		The Amount of Am		8 Own etc 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)
											Amount or				
1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transa E888 (	ction Instr.	5. Nu of Deriv		6. Date Exerciple 2 Constitution Date (Month Day)	isable and Itexpiration Date ear)	7. Title Amour Title Securi	Number tof Shares ies	8. Price of Derivative Security	9. Number of derivative Securities	10. Ownership Form:	11. Nature of Indirect Beneficial
explanation Remarks	Price of OF Pespons Security	es:	(Month/Day/Year)	8)		Secu Acqu (A) o	ired			Underl Derivat		(Instr. 5)	Beneficially Owned Following	Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)
		eunder made pursuar	nt to an established 10	  b5-1 pla 	an.	Dispo of (D)	osed			and 4)	., (		Reported Transaction(s)	[ (,, (	
						(Instr and 5				Halle Fine Terrion as attorning fact for W. Nicholas H			* 05/05/200	 <u>)8</u>	
Pomindor: F	coport on a co	parato lino for oach	class of socuritios	honofic	ially o	mod d	iroctly	or indirectly	** 5		e <b>%</b> f Repor	ting Person	T -		
	l '	ľ	class of securities	l	1 1			Exercisable	Expiration Date	Title	of Shares				

<sup>\*\*</sup> 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.

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