

**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                                 |           |
|--|-----------|
| OMB Number:                                  | 3235-0287 |
| Estimated average burden hours per response: | 0.5       |

|   |   |  |
|---|---|--|
| 1. Name and Address of Reporting Person*<br><u>Howley W Nicholas</u><br><br>(Last) (First) (Middle)<br>1301 EAST NINTH STREET<br>SUITE 3710<br><br>(Street)<br>CLEVELAND OH 44114<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>TransDigm Group INC [ TDG ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>Chief Executive Officer</u> |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>11/01/2007</u>             |  |
|   |   | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> 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                    | 11/01/2007                           |  | S                              |   | 3   | D          | \$45.1   | 10,401  | I  | The Howley Family Foundation                          |
| Common Stock                    | 11/01/2007                           |  | S                              |   | 14  | D          | \$45.11  | 10,387  | I  | The Howley Family Foundation                          |
| Common Stock                    | 11/01/2007                           |  | S                              |   | 9   | D          | \$45.12  | 10,378  | I  | The Howley Family Foundation                          |
| Common Stock                    | 11/01/2007                           |  | S                              |   | 8   | D          | \$45.13  | 10,370  | I  | The Howley Family Foundation                          |
| Common Stock                    | 11/01/2007                           |  | S                              |   | 6   | D          | \$45.14  | 10,364  | I  | The Howley Family Foundation                          |
| Common Stock                    | 11/01/2007                           |  | S                              |   | 14  | D          | \$45.15  | 10,350  | I  | The Howley Family Foundation                          |
| Common Stock                    | 11/01/2007                           |  | S                              |   | 5   | D          | \$45.18  | 10,345  | I  | The Howley Family Foundation                          |
| Common Stock                    | 11/01/2007                           |  | S                              |   | 1   | D          | \$45.19  | 10,344  | I  | The Howley Family Foundation                          |
| Common Stock                    | 11/01/2007                           |  | S                              |   | 3   | D          | \$45.194 | 10,341  | I  | The Howley Family Foundation                          |
| Common Stock                    | 11/01/2007                           |  | S                              |   | 1   | D          | \$45.2   | 10,340  | I  | The Howley Family Foundation                          |

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|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|----------|---|--|---|
|                                 |                                      |  | Code                           | V | Amount  | (A) or (D) | Price    |   |  |   |
| Common Stock                    | 11/01/2007                           |  | S                              |   | 16  | D          | \$45.21  | 10,324  | I  | The Howley Family Foundation                          |
| Common Stock                    | 11/01/2007                           |  | S                              |   | 8   | D          | \$45.22  | 10,316  | I  | The Howley Family Foundation                          |
| Common Stock                    | 11/01/2007                           |  | S                              |   | 3   | D          | \$45.23  | 10,313  | I  | The Howley Family Foundation                          |
| Common Stock                    | 11/01/2007                           |  | S                              |   | 1   | D          | \$45.234 | 10,312  | I  | The Howley Family Foundation                          |
| Common Stock                    | 11/01/2007                           |  | S                              |   | 7   | D          | \$45.24  | 10,305  | I  | The Howley Family Foundation                          |
| Common Stock                    | 11/01/2007                           |  | S                              |   | 10  | D          | \$45.25  | 10,295  | I  | The Howley Family Foundation                          |
| Common Stock                    | 11/01/2007                           |  | S                              |   | 2   | D          | \$45.26  | 10,293  | I  | The Howley Family Foundation                          |
| Common Stock                    | 11/01/2007                           |  | S                              |   | 1   | D          | \$45.27  | 10,292  | I  | The Howley Family Foundation                          |
| Common Stock                    | 11/01/2007                           |  | S                              |   | 11  | D          | \$45.29  | 10,281  | I  | The Howley Family Foundation                          |
| Common Stock                    | 11/01/2007                           |  | S                              |   | 3   | D          | \$45.3   | 10,278  | I  | The Howley Family Foundation                          |
| Common Stock                    | 11/01/2007                           |  | S                              |   | 1   | D          | \$45.31  | 10,277  | I  | The Howley Family Foundation                          |
| Common Stock                    | 11/01/2007                           |  | S                              |   | 3   | D          | \$45.342 | 10,274  | I  | The Howley Family Foundation                          |
| Common Stock                    | 11/01/2007                           |  | S                              |   | 4   | D          | \$45.617 | 10,270  | I  | The Howley Family Foundation                          |
| Common Stock                    | 11/01/2007                           |  | S                              |   | 5   | D          | \$45.643 | 10,265  | I  | The Howley Family Foundation                          |
| Common Stock                    | 11/01/2007                           |  | S                              |   | 1   | D          | \$45.751 | 10,264  | I  | The Howley Family Foundation                          |

**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                    | 11/01/2007                           |  | S                              |   | 3   | D          | \$45.91 | 10,261  | I  | The Howley Family Foundation                          |

**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 |   |  |  |   |  |

Explanation of Responses:

**Remarks:**

All sales made pursuant to an established 10b5-1 plan.

Halle Fine Terrion, as attorney- 11/02/2007  
in-fact for W. Nicholas Howley

\*\* 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.