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

STATEMENT	OF CH	ANGES	IN BEN	EFICIAL	OWNER	SHIP

OMB APPROVAL

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Graff Michael</u>							ier Name <b>and</b> Tick <u>isDigm Grou</u>				(Che	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  X Director 10% Owner					
(Last) 466 LEX	KINGTON	(First)  I AVENUE	1)	Middle)			e of Earliest Trans 0/2008	action (N	onth/	Day/Year)			Officer below)	(give title		Other (s below)	pecify
(Street) NEW Y	ORK	NY	1	0017		4. If A	mendment, Date o	f Origina	l Filed	l (Month/Da	ay/Year)	6. Inc Line)	Form fi	led by On led by Mo	ne Repor	(Check Appointing Personantial) One Repor	۱
(City)		(State)	(2	Zip)									r croon				
			Tabl	e I - No	n-Deriv	ative S	Securities Acc	quired	, Dis	posed o	f, or Ber	eficially	/ Owned				
1. Title of Security (Instr. 3)			2. Transa Date (Month/D		2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securiti Disposed 5)	es Acquirec Of (D) (Instr	(A) or . 3, 4 and	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Direct In ndirect B r. 4) O	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
								Code	v	Amount	(A) or (D)	Price	Transaction (Instr. 3 a	on(s) nd 4)			
Common	Stock, pa	ar value \$0.	01 per sl	nare	05/30/	/2008		S		100	D	\$43.21	28,6	662	Г		
Common	Stock, pa	ar value \$0.	01 per sl	nare	05/30/	/2008		S		100	D	\$43.44	28,5	562	I		
Common	Stock, pa	ar value \$0.	01 per sl	nare	05/30/	/2008		S		100	D	\$43.42	28,4	<b>1</b> 62	Г		
Common	Stock, pa	ar value \$0.	01 per sl	nare	05/30/	/2008		S		100	D	\$43.43	28,3	362	Г		
Common	Stock, pa	ar value \$0.	01 per sl	ıare	05/30/	/2008		S		400	D	\$43.49	27,9	962	Г	)	
Common	Stock, pa	ar value \$0.	01 per sl	ıare	05/30/	/2008		S		300	D	\$43.25	27,6	662	Г	)	
Common	Stock, pa	ar value \$0.	01 per sl	nare	05/30/	/2008		S		900	D	\$43.28	26,7	762	Г	)	
Common	Stock, pa	ar value \$0.	01 per sl	nare	05/30/	/2008		S		300	D	\$43.32	26,4	162	I	)	
Common	Stock, pa	ar value \$0.	01 per sl	nare	05/30/	/2008		S		300	D	\$43.26	26,1	162	Г	)	
Common	Stock, pa	ar value \$0.	01 per sl	nare	05/30/	/2008		S		300	D	\$43.29	25,8	362	I	)	
Common	Stock, pa	ar value \$0.	01 per sl	nare	05/30/	/2008		S		400	D	\$43.3	25,4	162	I		
Common	Stock, pa	ar value \$0.	01 per sl	nare	05/30/	/2008		S		500	D	\$43.34	24,9	962	Ι		
Common	Stock, pa	ar value \$0.	01 per sl	nare	05/30/	/2008		S		3,400	D	\$43.35	21,5	562	Г		
Common	Stock, p	ar value \$0.	01 per sl	nare	05/30/	/2008		S		1,600	D	\$43.37	19,9	962	I		
Common	Stock, pa	ar value \$0.	01 per sl	nare	05/30/	/2008		S		400	D	\$43.41	19,5	662	I		
Common	Stock, p	ar value \$0.	01 per sl	nare	05/30/	/2008		S		1,300	D	\$43.36	18,2	262	I		
Common	Stock, pa	ar value \$0.	01 per sl	nare	05/30/	/2008		S		900	D	\$43.38	17,3	362	Г		
Common	Stock, pa	ar value \$0.	01 per sl	nare	05/30/	/2008		S		700	D	\$43.4	16,6	662	I		
Common	Stock, pa	ar value \$0.	01 per sl	nare	05/30/	/2008		S		2,960	D	\$43.39	13,7	702	I	)	
Common	Stock, pa	ar value \$0.	01 per sl	nare <sup>(1)</sup>									11,383	3,201	1		ee ootnote <sup>(1)</sup>
Common Stock, par value \$0.01 per share(2)											1,8	70	Ι				
Common Stock (restricted), par value \$0.01 per share <sup>(3)</sup>													91	.8	Ι	)	
			Tá	able II -			ecurities Acqualls, warrants						Owned				
Derivative Conversion Date Executive Or Exercise (Month/Day/Year)		3A. Deeme Execution if any (Month/Da	ed 4 Date, T	ransactio	5. Number 6.	. Date Ex xpiration Month/Da	ercisa Date	ble and	d 7. Title and Amou of Securities Underlying Derivative Securi (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number derivative Securities Beneficial Owned Following Reported Transact (Instr. 4)	g g dision(s)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)		

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	puts, calls, warrant Sat Code V (A) (B) Exe 4. 5. Number 6. Exp Transaction of Exp				Sapptions	Date of Securities			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	Title	Amount or Number of Shares			
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) <sup>(4)</sup>	\$6.68						07/22/2003	07/22/2013	Common Stock, par value \$0.01 per share	105,677	105,677	D	

## Explanation of Responses:

- 1. See Exhibit 99.1
- 2. 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.
- 3. 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.
- 4. Vesting is based on achievement of annual and cumulative performance metrics at 10% for each year from 2004 to 2008, then at 50% in 2008; subject to accelerated vesting in certain circumstances.

/s/ Michael Graff 06/03/2008

\*\* 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**

The 11,383,201 shares of the common stock, par value \$0.01 per share (the "Common Stock"), of TransDigm Group Incorporated (the "Company") are (1) held by TD Group Holdings, LLC ("TD LLC"). Warburg Pincus Private Equity VIII, L.P. ("WP VIII"), including two affiliated partnerships, is the managing member of TD LLC, and as such, has voting and investment power over the shares of Common Stock held by TD LLC, including the shares with respect to which WP VIII does not have a pecuniary interest. WP VIII disclaims beneficial ownership of all shares of Common Stock in respect of which WP VIII does not have a pecuniary interest. Warburg Pincus Partners, LLC ("WP Partners LLC"), a subsidiary of Warburg Pincus & Co. ("WP"), is the sole general partner of WP VIII. WP VIII is managed by Warburg Pincus LLC ("WP LLC" and together with WP, WP VIII and WP Partners LLC, the "Warburg 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 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 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 of WP LLC and may be deemed to control the Warburg 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 Entities is 466 Lexington Avenue, New York, New York 10017.