FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Washington, D.C. 20549

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## 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                   |                        |  |  |
|---------------------------------------|----------------------------------|-----------------|--|------------------------|--|--|
| 1. Name and Addrese Howley W N        | ss of Reporting Perso<br>icholas | on <sup>*</sup> | 2. Issuer Name and Ticker or Trading Symbol  TransDigm Group INC [ TDG ] | (Check                 | ationship of Reporting Pe<br>c all applicable)<br>Director<br>Officer (give title        | rson(s) to Issuer  10% Owner  Other (specify |
| (Last)<br>1301 EAST NIN<br>SUITE 3710 | (First) (Middle)                 |                 | 3. Date of Earliest Transaction (Month/Day/Year) 02/01/2008              | X                      | below)  Chief Executiv   | below)                                       |
| (Street) CLEVELAND (City)             | OH (State)                       | 44114<br>(Zip)  | 4. If Amendment, Date of Original Filed (Month/Day/Year)                 | 6. Indiv<br>Line)<br>X | ridual or Joint/Group Filir<br>Form filed by One Rep<br>Form filed by More the<br>Person | porting Person                               |

| SUITE 3710           | TIII OTTEELT |   |   |                                   |       |  |                  |          |   |   |   |  |  |
|----------------------|--------------|---|---|-----------------------------------|-------|--|------------------|----------|---|---|---|--|--|
| (Street)             | ОН           | 44114   | 4. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applic Line)  X Form filed by One Reporting Person Form filed by More than One Reportin Person |                                   |       |  |                  |          |   |   |   |  |  |
| (City)               | (State)      | (Zip)   | tiva Casumitias A   |                                   | - d F | Nionacad a   |                  |          | ally Owned  |   |   |  |  |
| 1. Title of Security | (Instr. 3)   | Table I - Non-Deriva  2. Transaction Date (Month/Day/Ye | 2A. Deemed<br>Execution Date,   | 3.<br>Transaction<br>Code (Instr. |       | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and |                  | d (A) or | 5. Amount of<br>Securities<br>Beneficially<br>Owned Following | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I) (Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership |  |  |
|                      |              |   |   | Code                              | v     | Amount   | (A) or (D) Price |          | Reported Transaction(s) (Instr. 3 and 4)                      |   | (Instr. 4)  |  |  |
| Common Stock         |              | 02/01/200   | 98  | S                                 |       | 14   | D                | \$41.93  | 2,358   | I   | Bratenahl<br>Investments<br>Ltd.                    |  |  |
| Common Stock         |              | 02/01/200   | 98  | S                                 |       | 14   | D                | \$41.94  | 2,344   | I   | Bratenahl<br>Investments<br>Ltd.                    |  |  |
| Common Stock         |              | 02/01/200   | 98  | S                                 |       | 14   | D                | \$41.94  | 5 2,330   | I   | Bratenahl<br>Investments<br>Ltd.                    |  |  |
| Common Stock         |              | 02/01/200   | 08  | S                                 |       | 28   | D                | \$41.95  | 2,302   | I   | Bratenahl<br>Investments<br>Ltd.                    |  |  |
| Common Stock         |              | 02/01/200   | 98  | S                                 |       | 28   | D                | \$41.96  | 2,274   | I   | Bratenahl<br>Investments<br>Ltd.                    |  |  |
| Common Stock         |              | 02/01/200   | 08  | S                                 |       | 14   | D                | \$42     | 2,260   | I   | Bratenahl<br>Investments<br>Ltd.                    |  |  |
| Common Stock         |              | 02/01/200   | 08  | S                                 |       | 13   | D                | \$42.05  | 2,247   | I   | Bratenahl<br>Investments<br>Ltd.                    |  |  |
| Common Stock         |              | 02/01/200   | 08  | S                                 |       | 27   | D                | \$42.06  | 5 2,220   | I   | Bratenahl<br>Investments<br>Ltd.                    |  |  |
| Common Stock         |              | 02/01/200   | 08  | S                                 |       | 27   | D                | \$42.08  | 2,193   | I   | Bratenahl<br>Investments<br>Ltd.                    |  |  |
| Common Stock         |              | 02/01/200   | 08  | S                                 |       | 13   | D                | \$42.18  | 2,180   | I   | Bratenahl<br>Investments<br>Ltd.                    |  |  |
| Common Stock         |              | 02/01/200   | 98  | S                                 |       | 13   | D                | \$42.19  | 2,167   | I   | Bratenahl<br>Investments<br>Ltd.                    |  |  |
| Common Stock         |              | 02/01/200   | 08  | S                                 |       | 28   | D                | \$42.22  | 2,139   | I   | Bratenahl<br>Investments<br>Ltd.                    |  |  |
| Common Stock         |              | 02/01/200   | 98  | S                                 |       | 27   | D                | \$42.23  | 2,112   | I   | Bratenahl<br>Investments<br>Ltd.                    |  |  |

|                                 | I - Non-Derivativ                          | e Securities A  | cquire                       | ed, C | Disposed o | of, or E      | Beneficia | lly Owned   |   |   |
|---------------------------------|--|---|------------------------------|-------|------------|---------------|-----------|---|---|---|
| 1. Title of Security (Instr. 3) | 2. Transaction<br>Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | 3.<br>Transa<br>Code (<br>8) |       | 5)         |               |           | 5. Amount of<br>Securities<br>Beneficially<br>Owned Following<br>Reported | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|                                 |  |   | Code                         | v     | Amount     | (A) or<br>(D) | Price     | Transaction(s)<br>(Instr. 3 and 4)  |   | , ,   |
| Common Stock                    | 02/01/2008                                 |   | S                            |       | 28         | D             | \$42.24   | 2,084   | I   | Bratenahl<br>Investments,<br>Ltd.                     |
| Common Stock                    | 02/01/2008                                 |   | S                            |       | 28         | D             | \$42.25   | 2,056   | I   | Bratenahl<br>Investments,<br>Ltd.                     |
| Common Stock                    | 02/01/2008                                 |   | S                            |       | 14         | D             | \$42.253  | 2,042   | I   | Bratenahl<br>Investments,<br>Ltd.                     |
| Common Stock                    | 02/01/2008                                 |   | S                            |       | 28         | D             | \$42.27   | 2,014   | I   | Bratenahl<br>Investments,<br>Ltd.                     |
| Common Stock                    | 02/01/2008                                 |   | S                            |       | 56         | D             | \$42.28   | 1,958   | I   | Bratenahl<br>Investments,<br>Ltd.                     |
| Common Stock                    | 02/01/2008                                 |   | S                            |       | 14         | D             | \$42.284  | 1,944   | I   | Bratenahl<br>Investments,<br>Ltd.                     |
| Common Stock                    | 02/01/2008                                 |   | S                            |       | 28         | D             | \$42.29   | 1,916   | I   | Bratenahl<br>Investments,<br>Ltd.                     |
| Common Stock                    | 02/01/2008                                 |   | S                            |       | 14         | D             | \$42.31   | 1,902   | I   | Bratenahl<br>Investments,<br>Ltd.                     |
| Common Stock                    | 02/01/2008                                 |   | S                            |       | 14         | D             | \$42.32   | 1,888   | I   | Bratenahl<br>Investments,<br>Ltd.                     |
| Common Stock                    | 02/01/2008                                 |   | S                            |       | 28         | D             | \$42.33   | 1,860   | I   | Bratenahl<br>Investments,<br>Ltd.                     |
| Common Stock                    | 02/01/2008                                 |   | S                            |       | 84         | D             | \$42.34   | 1,776   | I   | Bratenahl<br>Investments,<br>Ltd.                     |
| Common Stock                    | 02/01/2008                                 |   | S                            |       | 14         | D             | \$42.341  | 1,762   | I   | Bratenahl<br>Investments,<br>Ltd.                     |
| Common Stock                    | 02/01/2008                                 |   | S                            |       | 14         | D             | \$42.35   | 1,748   | I   | Bratenahl<br>Investments,<br>Ltd.                     |
| Common Stock                    | 02/01/2008                                 |   | S                            |       | 13         | D             | \$42.355  | 1,735   | I   | Bratenahl<br>Investments,<br>Ltd.                     |
| Common Stock                    | 02/01/2008                                 |   | S                            |       | 13         | D             | \$42.464  | 1,722   | I   | Bratenahl<br>Investments,<br>Ltd.                     |
| Common Stock                    | 02/01/2008                                 |   | S                            |       | 28         | D             | \$42.47   | 1,694   | I   | Bratenahl<br>Investments,<br>Ltd.                     |
| Common Stock                    | 02/01/2008                                 |   | S                            |       | 14         | D             | \$42.48   | 1,680   | I   | Bratenahl<br>Investments,<br>Ltd.                     |

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Ta<br>Date<br>(Month/Day/Year) | GRETTERN TO THE TRANSPORT OF THE TRANSPO | itve S<br>Transa<br>Utsue(( | ecuri           | the Survey of (A) or Disposof (D) (Instrand 5 | rities<br>ired<br>osed<br>. 3, 4 | ife관약기술망등록본다면, (<br>Expiration Date<br>QDH@DSy/2GNVertib   |   | Secret, of Blaneficial Amount of Amount of Secretarities Underlying Derivative Security (Instr. 3 and 4) |  | Security (Instr. 5)                   | 9. Number of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 4) | 10.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---|---|---|--|-----------------------------|-----------------|---|----------------------------------|--|---|--|--|---------------------------------------|--|--|--|
|   |   |   |  |                             |                 |   |                                  |  |   |  | Amount or                                  |                                       |  |  |  |
| 1. Title of<br>Derivative<br>Security               | 2.<br>Conversion<br>or Exercise                                       | 3. Transaction Date (Month/Day/Year)          | 3A. Deemed<br>Execution Date,<br>if any  | 4.<br>Transa<br>E888 (      | ctjon<br>Instr. | 5. Nu<br>of<br>Deriv                          |                                  | 6. Date Exerciple 2 Control of the C | isable and<br>texpiration<br>Date<br>ear) | 7. Title<br>Amour<br>Securi  | Number<br>t <sup>Of</sup><br>Shares<br>ies | 8. Price of<br>Derivative<br>Security | 9. Number of derivative Securities   | 10.<br>Ownership<br>Form:  | 11. Nature<br>of Indirect<br>Beneficial                            |
| Explanation<br>Remarks                              | Price of<br>Derivative<br>Security                                    | es:   | (Month/Day/Year)   | 8)                          |                 | Secu<br>Acqu<br>(A) oi                        | ired                             |  |   | Underl<br>Derivat<br>Securit   |  | (Instr. 5)                            | Beneficially<br>Owned<br>Following   | Direct (D)<br>or Indirect<br>(I) (Instr. 4)                              | Ownership<br>(Instr. 4)  |
|   | 1   | <br>eunder made pursuar<br>                   | <br>nt to an established 10<br>  | <br> b5-1 pla<br>           | nn              | Dispo<br>of (D)<br>(Instr                     | . 3, 4                           | <br>   | <br>                                      | and 4)   |  | l                                     | Reported<br>Transaction(s)<br>''nstr. 4)   | l  | <br>   |
|   |   |   |  |                             |                 | and 5   | 5)                               |  |   |  |  | as attorne<br>nolas How               |  | <u>18</u><br>I   |  |
| I   | l '   | r   | class of securities  |                             |                 |   |                                  | op អ្នមៀirectly.<br>Exercisable  | ** S<br>Expiration<br>Date                | Signatur<br>Title  | eଐf Repor<br>Number<br>of<br>Shares        | ting Person                           | Date   |  |  |

<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).

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