FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

OMB Number: 3235-0287

Estimated average burden hours per response: 0.5

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

| Howley W Nicholas | | | | | Issuer Name and Ti ransDigm Gro | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title Other (specific | | | | | |
|--|--|----------------|---|-----|---|------------------------------|---------|------------------------------------|--|----------|------|---|---|---|
| Howley W Nicholas (Last) (First) (M 1301 EAST NINTH STREET SUITE 3710 (Street) CLEVELAND OH 44 (City) (State) (Zi Table 1. Title of Security (Instr. 3) Common Stock Common Stock | | (Middle |) | | Date of Earliest Trai | nsactior | n (Mor | nth/Day/Year) | X Officer (give title Other (specify below) below) Chief Executive Officer | | | | | |
| , | | 44114 (Zip) | | 4. | If Amendment, Date | of Orig | jinal F | iled (Month/D | ay/Year) | | 6. I | X Form filed by | roup Filing (Che One Reporting More than One | Person |
| (-13) | | | Non-Deriva | tiv | e Securities A | cauire | -d. F | Disposed o | of. or F | Renefi | cia | lly Owned | | |
| 1. Title of Security | | | 2. Transaction Date (Month/Day/Ye | 1 | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transa Code (8) | ction | 4. Securities Disposed Of 5) | Acquired | d (A) or | | 5. Amount of Securities Beneficially Owned Following | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership |
| | | | | | | Code | v | Amount | (A) or (D) | Price | | Reported Transaction(s) (Instr. 3 and 4) | | (Instr. 4) |
| Common Stock | | | 10/01/200 |)7 | | S | | 14 | D | \$45. | .8 | 2,173 | I | Bratenahl Investments, Ltd. |
| Common Stock | | | 10/01/200 |)7 | | S | | 55 | D | \$45.8 | 85 | 2,118 | I | Bratenahl Investments, Ltd. |
| Common Stock | | | 10/01/200 |)7 | | S | | 14 | D | \$45.8 | 86 | 2,104 | I | Bratenahl Investments, Ltd. |
| Common Stock | | | 10/01/200 |)7 | | S | | 14 | D | \$45.8 | 87 | 2,090 | I | Bratenahl Investments, Ltd. |
| Common Stock | | | 10/01/200 |)7 | | S | | 14 | D | \$45.9 | 92 | 2,076 | I | Bratenahl Investments, Ltd. |
| Common Stock | | | 10/01/200 |)7 | | S | | 14 | D | \$45.9 | 94 | 2,062 | I | Bratenahl Investments, Ltd. |
| Common Stock | | | 10/01/200 |)7 | | S | | 14 | D | \$45.9 | 96 | 2,048 | I | Bratenahl Investments, Ltd. |
| Common Stock | | | 10/01/200 |)7 | | S | | 69 | D | \$45.9 | 97 | 1,979 | I | Bratenahl Investments, Ltd. |
| Common Stock | | | 10/01/200 |)7 | | S | | 28 | D | \$45.9 | 99 | 1,951 | I | Bratenahl Investments, Ltd. |
| Common Stock | | | 10/01/200 |)7 | | S | | 14 | D | \$46 | 5 | 1,937 | I | Bratenahl Investments, Ltd. |
| Common Stock | | | 10/01/200 |)7 | | S | | 179 | D | \$46.0 | 01 | 1,758 | I | Bratenahl Investments, Ltd. |
| Common Stock | | | 10/01/200 |)7 | | S | | 110 | D | \$46.0 | 02 | 1,648 | I | Bratenahl Investments, Ltd. |
| | | | | | | | _ | | | _ | | l | | Bratenahl |

\$46.03

D

1,607

Investments, Ltd.

10/01/2007

Common Stock

| Table 1 | l - Non-Derivativ | e Securities A | cquire | ed, C | Disposed o | of, or E | Beneficia | lly 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 | 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) | | (|
| Common Stock | 10/01/2007 | | S | | 55 | D | \$46.05 | 1,552 | I | Bratenahl Investments, Ltd. |
| Common Stock | 10/01/2007 | | S | | 14 | D | \$46.06 | 1,538 | I | Bratenahl Investments, Ltd. |
| Common Stock | 10/01/2007 | | S | | 69 | D | \$46.07 | 1,469 | I | Bratenahl Investments, Ltd. |
| Common Stock | 10/01/2007 | | S | | 28 | D | \$46.08 | 1,441 | I | Bratenahl Investments, Ltd. |
| Common Stock | 10/01/2007 | | S | | 55 | D | \$46.09 | 1,386 | I | Bratenahl Investments, Ltd. |
| Common Stock | 10/01/2007 | | S | | 14 | D | \$46.1 | 1,372 | I | Bratenahl Investments, Ltd. |
| Common Stock | 10/01/2007 | | S | | 14 | D | \$46.11 | 1,358 | I | Bratenahl Investments, Ltd. |
| Common Stock | 10/01/2007 | | S | | 55 | D | \$46.12 | 1,303 | I | Bratenahl Investments, Ltd. |
| Common Stock | 10/01/2007 | | S | | 28 | D | \$46.13 | 1,275 | I | Bratenahl Investments, Ltd. |
| Common Stock | 10/01/2007 | | S | | 103 | D | \$46.14 | 1,172 | I | Bratenahl Investments, Ltd. |
| Common Stock | 10/01/2007 | | S | | 110 | D | \$46.15 | 1,062 | I | Bratenahl Investments, Ltd. |
| Common Stock | 10/01/2007 | | S | | 124 | D | \$46.16 | 938 | I | Bratenahl Investments, Ltd. |
| Common Stock | 10/01/2007 | | S | | 124 | D | \$46.17 | 814 | I | Bratenahl Investments, Ltd. |
| Common Stock | 10/01/2007 | | S | | 14 | D | \$46.175 | 800 | I | Bratenahl Investments, Ltd. |
| Common Stock | 10/01/2007 | | S | | 124 | D | \$46.18 | 676 | I | Bratenahl Investments, Ltd. |
| Common Stock | 10/01/2007 | | S | | 14 | D | \$46.185 | 662 | I | Bratenahl Investments, Ltd. |
| Common Stock | 10/01/2007 | | S | | 107 | D | \$46.19 | 555 | 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) | He Premberiva Execution Date, if any (e.g., p (Month/Day/Year) | trive Securi Transaction Dufsije (Pallis, 8) | | it feet Metju of Variants, Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | ifeditesies Expiration d Ophilobsylt | Or Beneficiall Amount of Lessagusities) Underlying Derivative Security (Instr. 3 and 4) | | y Stripe et 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 (| ctjon Instr. | 5. Nu of Deriv | | 6. Date Exercipation Date (Month Day) | isable and texpiration Date ear) | 7. Title Amour Securi | Number t ^{Of} 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 Respons Derivative Security | es: | (Month/Day/Year) | 8) | | Secui Acqu (A) or | ired | | | | | (Instr. 5) | Beneficially Owned Following | Direct (D) or Indirect (I) (Instr. 4) | Ownership (Instr. 4) |
| All sales made pursuant to a 10b5-1 plan. | | | | | | of (D) (Instr and 5 | . 3, 4 | l and 4) Reported Transaction(s) Instr. 4) Halle Fine Terrion as attorney 10,002,0007 | | | | | | | |
| | l · | r | class of securities | l | 1 1 | vned d | | oក្សផ្តម្លាំrectly. Exercisable | <u>in-</u> | fact fo | r W. Nicl | nolas How ting Person | 111/112/200 | <u> </u> | |

^{**} 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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