

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 | |
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| | | |
|--|---|--|
| 1. Name and Address of Reporting Person * <u>Howley W Nicholas</u> (Last) (First) (Middle) 1301 EAST NINTH STREET SUITE 3710 (Street) CLEVELAND OH 44114 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>TransDigm Group INC [TDG]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Executive Officer</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>02/01/2008</u> | |
| | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <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 | 02/01/2008 | | S | | 110 | D | \$41.9 | 8,170 | I | The Howley Family Foundation |
| Common Stock | 02/01/2008 | | S | | 100 | D | \$41.93 | 8,070 | I | The Howley Family Foundation |
| Common Stock | 02/01/2008 | | S | | 200 | D | \$41.96 | 7,870 | I | The Howley Family Foundation |
| Common Stock | 02/01/2008 | | M | | 26,785 | A | \$6.68 | 26,785 | D | |
| Common Stock | 02/01/2008 | | S | | 86 | D | \$40.91 | 26,699 | D | |
| Common Stock | 02/01/2008 | | S | | 172 | D | \$40.93 | 26,527 | D | |
| Common Stock | 02/01/2008 | | S | | 344 | D | \$40.94 | 26,183 | D | |
| Common Stock | 02/01/2008 | | S | | 86 | D | \$40.95 | 26,097 | D | |
| Common Stock | 02/01/2008 | | S | | 86 | D | \$40.99 | 26,011 | D | |
| Common Stock | 02/01/2008 | | S | | 86 | D | \$41 | 25,925 | D | |
| Common Stock | 02/01/2008 | | S | | 86 | D | \$41.01 | 25,839 | D | |
| Common Stock | 02/01/2008 | | S | | 557 | D | \$41.02 | 25,282 | D | |
| Common Stock | 02/01/2008 | | S | | 172 | D | \$41.03 | 25,110 | D | |
| Common Stock | 02/01/2008 | | S | | 430 | D | \$41.04 | 24,680 | D | |
| Common Stock | 02/01/2008 | | S | | 516 | D | \$41.05 | 24,164 | D | |
| Common Stock | 02/01/2008 | | S | | 516 | D | \$41.06 | 23,648 | D | |
| Common Stock | 02/01/2008 | | S | | 86 | D | \$41.08 | 23,562 | D | |
| Common Stock | 02/01/2008 | | S | | 86 | D | \$41.085 | 23,476 | D | |
| Common Stock | 02/01/2008 | | S | | 86 | D | \$41.09 | 23,390 | D | |
| Common Stock | 02/01/2008 | | S | | 86 | D | \$41.1 | 23,304 | D | |
| Common Stock | 02/01/2008 | | S | | 86 | D | \$41.11 | 23,218 | D | |
| Common Stock | 02/01/2008 | | S | | 172 | D | \$41.13 | 23,046 | D | |
| Common Stock | 02/01/2008 | | S | | 344 | D | \$41.14 | 22,702 | D | |
| Common Stock | 02/01/2008 | | S | | 86 | D | \$41.21 | 22,616 | D | |

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 | 02/01/2008 | | S | | 1,118 | D | \$41.3 | 21,498 | D | |
| Common Stock | 02/01/2008 | | S | | 172 | D | \$41.35 | 21,326 | D | |
| Common Stock | 02/01/2008 | | S | | 86 | D | \$41.53 | 21,240 | D | |
| Common Stock | 02/01/2008 | | S | | 90 | D | \$41.55 | 21,150 | D | |
| Common Stock | 02/01/2008 | | S | | 172 | D | \$41.56 | 20,978 | D | |
| Common Stock | 02/01/2008 | | S | | 86 | D | \$41.57 | 20,892 | D | |

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 | | | | | | Title |
| Stock Option | \$6.68 | 02/01/2008 | | M | | | 26,785 | 09/30/2004 | 08/05/2013 | Common Stock | 26,785 | \$6.68 | 1,005,397 | D | |

Explanation of Responses:

Remarks:

All transactions reported hereunder made pursuant to an established 10b5-1 plan.

Halle Fine Terrion as attorney-in-fact for W. Nicholas Howley 02/04/2008

** 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.