

**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*<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>Officer (give title below) Other (specify below)<br>Chief Executive Officer |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br>04/01/2008                    |   |
| 4. If Amendment, Date of Original Filed (Month/Day/Year)  |   |   |

**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                    | 04/01/2008                           |  | s                              |   | 86  | D          | \$38.02 | 8,944   | D  |   |
| Common Stock                    | 04/01/2008                           |  | s                              |   | 86  | D          | \$38.06 | 8,858   | D  |   |
| Common Stock                    | 04/01/2008                           |  | s                              |   | 344   | D          | \$38.07 | 8,514   | D  |   |
| Common Stock                    | 04/01/2008                           |  | s                              |   | 1,204   | D          | \$38.09 | 7,310   | D  |   |
| Common Stock                    | 04/01/2008                           |  | s                              |   | 516   | D          | \$38.1  | 6,794   | D  |   |
| Common Stock                    | 04/01/2008                           |  | s                              |   | 602   | D          | \$38.11 | 6,192   | D  |   |
| Common Stock                    | 04/01/2008                           |  | s                              |   | 430   | D          | \$38.12 | 5,762   | D  |   |
| Common Stock                    | 04/01/2008                           |  | s                              |   | 86  | D          | \$38.13 | 5,676   | D  |   |
| Common Stock                    | 04/01/2008                           |  | s                              |   | 86  | D          | \$38.14 | 5,590   | D  |   |
| Common Stock                    | 04/01/2008                           |  | s                              |   | 172   | D          | \$38.15 | 5,418   | D  |   |
| Common Stock                    | 04/01/2008                           |  | s                              |   | 86  | D          | \$38.16 | 5,332   | D  |   |
| Common Stock                    | 04/01/2008                           |  | s                              |   | 258   | D          | \$38.17 | 5,074   | D  |   |
| Common Stock                    | 04/01/2008                           |  | s                              |   | 86  | D          | \$38.18 | 4,988   | D  |   |
| Common Stock                    | 04/01/2008                           |  | s                              |   | 258   | D          | \$38.19 | 4,730   | D  |   |
| Common Stock                    | 04/01/2008                           |  | s                              |   | 258   | D          | \$38.2  | 4,472   | D  |   |
| Common Stock                    | 04/01/2008                           |  | s                              |   | 86  | D          | \$38.21 | 4,386   | D  |   |
| Common Stock                    | 04/01/2008                           |  | s                              |   | 430   | D          | \$38.22 | 3,956   | D  |   |
| Common Stock                    | 04/01/2008                           |  | s                              |   | 172   | D          | \$38.23 | 3,784   | D  |   |
| Common Stock                    | 04/01/2008                           |  | s                              |   | 430   | D          | \$38.24 | 3,354   | D  |   |
| Common Stock                    | 04/01/2008                           |  | s                              |   | 258   | D          | \$38.25 | 3,096   | D  |   |
| Common Stock                    | 04/01/2008                           |  | s                              |   | 344   | D          | \$38.26 | 2,752   | D  |   |
| Common Stock                    | 04/01/2008                           |  | s                              |   | 86  | D          | \$38.27 | 2,666   | D  |   |
| Common Stock                    | 04/01/2008                           |  | s                              |   | 258   | D          | \$38.28 | 2,408   | D  |   |
| Common Stock                    | 04/01/2008                           |  | s                              |   | 344   | D          | \$38.31 | 2,064   | D  |   |
| Common Stock                    | 04/01/2008                           |  | s                              |   | 516   | D          | \$38.32 | 1,548   | D  |   |
| Common Stock                    | 04/01/2008                           |  | s                              |   | 430   | D          | \$38.33 | 1,118   | D  |   |
| Common Stock                    | 04/01/2008                           |  | s                              |   | 258   | D          | \$38.34 | 860   | D  |   |
| Common Stock                    | 04/01/2008                           |  | s                              |   | 172   | D          | \$38.35 | 688   | D  |   |
| Common Stock                    | 04/01/2008                           |  | s                              |   | 172   | D          | \$38.36 | 516   | 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                    | 04/01/2008                           |  | S                              |   | 172   | D          | \$38.37 | 344   | 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 |   |  |  |   |  |

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     04/03/2008

\*\* 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.

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