

OMB APPROVAL	
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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

1. Name and Address of Reporting Person* <u>Howley W Nicholas</u> (Last) (First) (Middle) TRANSDIGM GROUP INCORPORATED 1301 EAST 9TH 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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>CEO and Chairman of Bd.</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/25/2007</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	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	10/20/2006		J ⁽¹⁾	V	20,250	D	\$0	151,906	D	
Common Stock	10/20/2006		J ⁽¹⁾	V	20,250	A	\$0	20,250	I	The Howley Family Foundation
Common Stock	05/25/2007		M		813,941	A	\$2.38	965,847	D	
Common Stock	05/25/2007		S		882,714	D	\$35.25	172,156	D	
Common Stock	05/25/2007		M		133,108	A	\$0.79	133,108	I	Bratenahl Investments, Ltd.
Common Stock	05/25/2007		S		133,108	D	\$35.25	0	I	Bratenahl Investments, Ltd.
Common Stock	05/25/2007		S		9,169	D	\$35.25	11,081	I	The Howley Family Foundation

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	Amount or Number of Shares				
Stock Options	\$2.38	05/25/2007		M		813,941		07/22/2003	01/01/2010	Common Stock	813,941	\$0	88,987	D	
Stock Options	\$0.79	05/25/2007		M		133,108		07/22/2003	01/01/2010	Common Stock	133,108	\$0	59,063	I	Bratenahl Investments, Ltd.

Explanation of Responses:

1. Gift to The Howley Family Foundation, resulting in change of nature of beneficial ownership from direct to indirect. Mr. Howley disclaims beneficial ownership of all shares owned by The Howley Family Foundation and reported herein as beneficially owned.

Remarks:

Deanna M. Campbell, as attorney in fact 05/25/2007

** 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.