

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	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person * <u>Graff Michael</u> (Last) (First) (Middle) <u>C/O WARBURG PINCUS</u> <u>466 LEXINGTON AVENUE</u> (Street) <u>NEW YORK NY 10017</u> (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 Officer (give title below) Other (specify below)
	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, par value \$0.01 per share ⁽¹⁾	05/25/2007		J		26,628	D	\$0 ⁽¹⁾	31,066,429	I	See footnote ⁽¹⁾
Common Stock, par value \$0.01 per share ⁽¹⁾	05/25/2007		J		26,628	A	\$0 ⁽¹⁾	26,628	D	
Common Stock, par value \$0.01 per share ⁽¹⁾	05/25/2007		S		9,714,937	D	\$35.25 ⁽¹⁾	21,351,492	I	See footnote ⁽¹⁾
Common Stock (restricted), par value \$0.01 per share ⁽²⁾								655	D	
Common Stock, par value \$0.01 per share ⁽³⁾								1,092	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					
Stock Options (right to buy) ⁽⁴⁾	\$6.68							07/22/2003	07/22/2013	Common Stock, par value \$0.01 per share	26,419	26,419	D	
Stock Options (right to buy) ⁽⁵⁾	\$6.68							07/22/2003	07/22/2013	Common Stock, par value \$0.01 per share	105,677	105,677	D	

Explanation of Responses:

- See Exhibit 99.1.
- Receipt of stock in respect of annual grant of restricted stock to directors with the number of shares determined based on the fair market value of the stock on the date of grant. Subject to forfeiture; forfeiture provisions lapse as to one-third of the stock on each of the first, second and third anniversaries of the date of grant.
- Receipt of stock in lieu of payment of semi-annual director fee, based on fair market value in accordance with the 2006 Stock Incentive Plan.
- Vests over time in 20% increments starting on the date of grant and annually on the next four anniversary dates; subject to accelerated vesting in certain circumstances.
- Vesting is based on achievement of annual and cumulative performance metrics at 10% from each year from 2004 to 2008, then at 50% in 2008; subject to accelerated vesting in certain circumstances.

/S/ MICHAEL GRAFF

05/29/2007

** 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.

Explanation of Responses

On May 25, 2007, in connection with the closing of an underwritten public offering (the "Offering") of the common stock, par value \$0.01 per share (the "Shares"), of TransDigm Group Incorporated (the "Company"), TD Group Holdings, LLC (the "LLC") sold 9,714,937 Shares (including shares sold in connection with the exercise by the underwriters of the over-allotment option) at a public offering price of \$35.25 per share, or \$33.6637 after giving effect to the underwriting discounts and commissions. In addition, immediately prior to the closing of the Offering, the LLC distributed (the "Distribution") 26,628 Shares to Michael Graff, the reporting person, in respect of his membership interests in the LLC. As a result of the Distribution, Mr. Graff acquired 26,628 Shares in his personal capacity.

Warburg Pincus Private Equity VIII, L.P., including two affiliated partnerships ("WP VIII"), is the managing member of the LLC, and as such, has voting and investment power over the Shares held by the LLC, including the Shares with respect to which WP VIII does not have a pecuniary interest. WP VIII disclaims beneficial ownership of all Shares to which WP VIII does not have a pecuniary interest. Warburg Pincus Partners LLC ("WP Partners LLC"), a subsidiary of Warburg Pincus & Co. ("WP"), is the sole general partner of WP VIII. WP VIII is managed by Warburg Pincus LLC ("WP LLC" and together with WP, WP VIII and WP Partners LLC, the "Warburg Entities"). Mr. Graff, a director of the Company, is a general partner of WP and managing director and member of WP LLC and by reason of the provisions of Rule 16a-1 under the Securities Exchange Act of 1934, as amended, Mr. Graff may be deemed to be the beneficial owner of an indeterminate portion of the Shares beneficially owned by the Warburg Entities. Mr. Graff disclaims beneficial ownership of all Shares held by the LLC. WP Partners LLC and WP LLC may be deemed to have an indirect pecuniary interest (within the meaning of Rule 16a-1 under the Securities Exchange Act of 1934, as amended) in an indeterminate portion of the Shares held by the LLC. WP Partners LLC and WP LLC disclaim beneficial ownership of all Shares held by the LLC. Charles R. Kaye and Joseph P. Landy are Managing General Partners of WP and Managing Members of WP LLC and may be deemed to control the Warburg Entities. Messrs. Kaye and Landy disclaim beneficial ownership of all Shares held by the LLC. The address of the Warburg Entities is 466 Lexington Avenue, New York, New York 10017.
