

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>Riley James M</u> (Last) (First) (Middle) AEROCONTROLEX GROUP, INC. 313 GILLET STREET (Street) PAINESVILLE OH 44077 (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>President, AeroControlex Group</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/06/2008</u>	

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	05/06/2008		M		12,803	A	\$6.68	12,803	D	
Common Stock	05/06/2008		M		9,797	A	\$8.52	22,600	D	
Common Stock	05/06/2008		S		2,400	D	\$42	20,200	D	
Common Stock	05/06/2008		S		400	D	\$42.01	19,800	D	
Common Stock	05/06/2008		S		100	D	\$42.02	19,700	D	
Common Stock	05/06/2008		S		200	D	\$42.06	19,500	D	
Common Stock	05/06/2008		S		500	D	\$42.07	19,000	D	
Common Stock	05/06/2008		S		100	D	\$42.078	18,900	D	
Common Stock	05/06/2008		S		800	D	\$42.08	18,100	D	
Common Stock	05/06/2008		S		600	D	\$42.09	17,500	D	
Common Stock	05/06/2008		S		200	D	\$42.11	17,300	D	
Common Stock	05/06/2008		S		300	D	\$42.12	17,000	D	
Common Stock	05/06/2008		S		600	D	\$42.13	16,400	D	
Common Stock	05/06/2008		S		200	D	\$42.14	16,200	D	
Common Stock	05/06/2008		S		300	D	\$42.15	15,900	D	
Common Stock	05/06/2008		S		900	D	\$42.16	15,000	D	
Common Stock	05/06/2008		S		500	D	\$42.17	14,500	D	
Common Stock	05/06/2008		S		100	D	\$42.175	14,400	D	
Common Stock	05/06/2008		S		300	D	\$42.18	14,100	D	
Common Stock	05/06/2008		S		1,000	D	\$42.2	13,100	D	
Common Stock	05/06/2008		S		100	D	\$42.22	13,000	D	
Common Stock	05/06/2008		S		300	D	\$42.23	12,700	D	
Common Stock	05/06/2008		S		100	D	\$42.24	12,600	D	
Common Stock	05/06/2008		S		900	D	\$42.25	11,700	D	
Common Stock	05/06/2008		S		200	D	\$42.27	11,500	D	
Common Stock	05/06/2008		S		200	D	\$42.28	11,300	D	
Common Stock	05/06/2008		S		200	D	\$42.29	11,100	D	
Common Stock	05/06/2008		S		700	D	\$42.3	10,400	D	
Common Stock	05/06/2008		S		400	D	\$42.34	10,000	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	05/06/2008		S		800	D	\$42.41	9,200	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	\$8.52	05/06/2008		M			9,797	09/30/2005	12/30/2014	Common Stock	9,797	\$8.52	8,155	D	
Stock Option	\$6.68	05/06/2008		M			12,803	08/05/2003	08/05/2013	Common Stock	12,803	\$6.68	0	D	

Explanation of Responses:

Remarks:

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

Halle Fine Terrion as attorney 05/07/2008
in fact for James Riley

** 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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