

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>Graff Michael</u> | | | 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) | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) <u>11/17/2008</u> | | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person | | |
| 466 LEXINGTON AVENUE | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | |
| (Street) | | | | | | | | |
| <u>NY</u> | <u>NY</u> | <u>10017</u> | | | | | | |
| (City) | (State) | (Zip) | | | | | | |

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 (restricted), par value \$0.01 per share ⁽¹⁾ | 11/17/2008 | | D | | 131 | D | \$0 | 132 | D | |
| Common Stock, par value \$0.01 per share ⁽²⁾ | | | | | | | | 2,311 | D | |
| Common Stock, par value \$0.01 per share | | | | | | | | 13,702 | D | |
| Common Stock, par value \$0.01 per share ⁽³⁾ | | | | | | | | 11,383,201 | I | See footnote ⁽³⁾ |
| Common Stock (restricted), par value \$0.01 per share ⁽⁴⁾ | | | | | | | | 655 | 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 Options (right to buy) ⁽⁵⁾ | \$27.08 | 11/17/2008 | | A | | 15,900 | | 09/30/2009 ⁽⁵⁾ | 11/17/2018 | Common Stock | 15,900 | \$0 | 15,900 | D | |
| Stock Options (right to buy) | \$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) ⁽⁶⁾ | \$6.68 | | | | | | | 07/22/2003 | 07/22/2013 | Common Stock, par value \$0.01 per share | 81,677 | | 81,677 | D | |

Explanation of Responses:

- Forfeited in connection with grant of options reported below.
- 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.
- 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.
- Vest based on the achievement of annual and cumulative per share operating performance targets between fiscal 2009 and fiscal 2013.
- Vesting is based on achievement of annual and cumulative performance metrics at 10% for each year from 2004 to 2008, then at 50% in 2008; subject to accelerated vesting in certain circumstances.

/s/ MICHAEL GRAFF

11/19/2008

** 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.

Explanation of Responses

The 11,383,201 shares of the common stock, par value \$0.01 per share (the “Common Stock”), of TransDigm Group Incorporated (the “Company”) are held by TD Group Holdings, LLC (“TD LLC”). Warburg Pincus Private Equity VIII, L.P. (“WP VIII”), including two affiliated partnerships, is the managing member of TD LLC, and as such, has voting and investment power over the shares of Common Stock held by TD LLC, including the shares with respect to which WP VIII does not have a pecuniary interest. WP VIII disclaims beneficial ownership of all shares of Common Stock in respect of 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”). Michael 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 of Common Stock beneficially owned by TD LLC. Mr. Graff disclaims beneficial ownership of all shares held by TD LLC except to the extent of any pecuniary interest therein. 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 of Common Stock held by TD LLC. WP Partners LLC and WP LLC disclaim beneficial ownership of all such shares held by TD LLC except to the extent of any pecuniary interest therein. Charles R. Kaye and Joseph P. Landy are Managing General Partners of WP and Managing Members and Co-Presidents of WP LLC and may be deemed to control the Warburg Entities. Messrs. Kaye and Landy disclaim beneficial ownership of all shares of Common Stock held by TD LLC except to the extent of any pecuniary interest therein. The address of the Warburg Entities is 466 Lexington Avenue, New York, New York 10017.
