

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>Henderson Robert S</u> (Last) (First) (Middle) ADELWIGGINS GROUP 5000 TRIGGS STREET (Street) LOS ANGELES CA 90022 (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 Officer (give title below) Other (specify below) Exec.V.P. & Pres., AdelWiggins
	3. Date of Earliest Transaction (Month/Day/Year) 03/12/2008	
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	03/12/2008		M		9,000	A	\$2.34	9,000	D	
Common Stock	03/12/2008		S		100	D	\$37.8	8,900	D	
Common Stock	03/12/2008		S		200	D	\$37.81	8,700	D	
Common Stock	03/12/2008		S		200	D	\$37.82	8,500	D	
Common Stock	03/12/2008		S		100	D	\$37.85	8,400	D	
Common Stock	03/12/2008		S		100	D	\$37.86	8,300	D	
Common Stock	03/12/2008		S		200	D	\$37.87	8,100	D	
Common Stock	03/12/2008		S		100	D	\$37.88	8,000	D	
Common Stock	03/12/2008		S		100	D	\$37.9	7,900	D	
Common Stock	03/12/2008		S		100	D	\$37.94	7,800	D	
Common Stock	03/12/2008		S		800	D	\$37.95	7,000	D	
Common Stock	03/12/2008		S		600	D	\$37.96	6,400	D	
Common Stock	03/12/2008		S		1,500	D	\$37.98	4,900	D	
Common Stock	03/12/2008		S		600	D	\$37.97	4,300	D	
Common Stock	03/12/2008		S		100	D	\$37.986	4,200	D	
Common Stock	03/12/2008		S		300	D	\$37.99	3,900	D	
Common Stock	03/12/2008		S		100	D	\$37.996	3,800	D	
Common Stock	03/12/2008		S		1,500	D	\$38	2,300	D	
Common Stock	03/12/2008		S		300	D	\$38.01	2,000	D	
Common Stock	03/12/2008		S		400	D	\$38.02	1,600	D	
Common Stock	03/12/2008		S		400	D	\$38.03	1,200	D	
Common Stock	03/12/2008		S		100	D	\$38.09	1,100	D	
Common Stock	03/12/2008		S		100	D	\$38.23	1,000	D	
Common Stock	03/12/2008		S		300	D	\$38.3	700	D	
Common Stock	03/12/2008		S		100	D	\$38.43	600	D	
Common Stock	03/12/2008		S		100	D	\$38.44	500	D	
Common Stock	03/12/2008		S		300	D	\$38.5	200	D	
Common Stock	03/12/2008		S		200	D	\$38.69	0	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	Amount or Number of Shares				
Stock Option	\$2.34	03/12/2008		M			9,000	07/22/2003	01/01/2010	Common Stock	9,000	\$2.34	18,000	D	

Explanation of Responses:

Remarks:

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

Halle Fine Terrion as attorney
in fact for Robert Henderson 03/13/2008

** 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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