

## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934  
or Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person*</b> <u>Graff Michael</u>  (Last) (First) (Middle) <u>C/O WARBURG PINCUS &amp; CO.</u> <u>466 LEXINGTON AVENUE</u>  (Street) <u>NEW YORK NY 10017</u>  (City) (State) (Zip)	<b>2. Date of Event Requiring Statement (Month/Day/Year)</b> <u>03/14/2006</u>	<b>3. Issuer Name and Ticker or Trading Symbol</b> <u>TransDigm Group INC [ TDG ]</u>	<b>4. Relationship of Reporting Person(s) to Issuer (Check all applicable)</b> <input checked="" type="checkbox"/> Director <input type="checkbox"/> Officer (give title below)	10% Owner  Other (specify below)	<b>5. If Amendment, Date of Original Filed (Month/Day/Year)</b>  <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b> <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 Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, par value \$0.01 per share	30,601,875	I	See footnotes <sup>(1)(2)</sup>
Common Stock, par value \$0.01 per share	26,628	D	

### Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Stock Options (right to buy) <sup>(3)</sup>	07/22/2003	07/22/2013	Common Stock, par value \$0.01 per share	6.68	D	
Stock Options (right to buy) <sup>(4)</sup>	07/22/2003	07/22/2013	Common Stock, par value \$0.01 per share	6.68	D	

#### Explanation of Responses:

1. The stockholder is Warburg Pincus Private Equity VIII, L.P., including two affiliated partnerships ("WP VIII"). 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 TransDigm Group Incorporated, a Delaware corporation, is a general partner of WP and a managing director and member of WP LLC. The 30,601,875 shares indicated as indirectly beneficially owned by Michael Graff are included because of his affiliation with the Warburg Entities. Michael Graff may be deemed to have an indirect pecuniary interest (within the meaning of Rule 16a-1 under the Securities Exchange Act of 1934) in an indeterminate portion of the shares owned by WP VIII. Michael Graff disclaims beneficial ownership of all shares held by the Warburg Entities.

2. 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 Warburg Entities. The address of the Warburg Entities is 466 Lexington Avenue, New York, New York 10017.

3. 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.

4. 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

03/14/2006

\*\* 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 5 (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.