

TransDigm Group INC
Form 4
February 13, 2008

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Riley James M

(Last) (First) (Middle)

AEROCNTROLEX GROUP,
INC., 313 GILLET STREET

(Street)

PAINESVILLE, OH 44077

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
TransDigm Group INC [TDG]

3. Date of Earliest Transaction
(Month/Day/Year)
02/12/2008

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
President, AeroControlex Group

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ 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	(D)	Price
Common Stock	02/12/2008		M		11,300	A	\$ 6.68
Common Stock	02/12/2008		S		2,072	D	\$ 40
Common Stock	02/12/2008		S		200	D	\$ 40.01
Common Stock	02/12/2008		S		100	D	\$ 40.0275
Common Stock	02/12/2008		S		328	D	\$ 40.03
Common Stock	02/12/2008		S		8,928	D	
Common Stock	02/12/2008		S		9,028	D	

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Common Stock	02/12/2008	S	700	D	\$ 40.04	7,900	D
Common Stock	02/12/2008	S	500	D	\$ 40.07	7,400	D
Common Stock	02/12/2008	S	700	D	\$ 40.1	6,700	D
Common Stock	02/12/2008	S	600	D	\$ 40.11	6,100	D
Common Stock	02/12/2008	S	800	D	\$ 40.12	5,300	D
Common Stock	02/12/2008	S	1,200	D	\$ 40.13	4,100	D
Common Stock	02/12/2008	S	1,000	D	\$ 40.14	3,100	D
Common Stock	02/12/2008	S	100	D	\$ 40.142	3,000	D
Common Stock	02/12/2008	S	800	D	\$ 40.15	2,200	D
Common Stock	02/12/2008	S	700	D	\$ 40.16	1,500	D
Common Stock	02/12/2008	S	300	D	\$ 40.17	1,200	D
Common Stock	02/12/2008	S	300	D	\$ 40.18	900	D
Common Stock	02/12/2008	S	400	D	\$ 40.19	500	D
Common Stock	02/12/2008	S	200	D	\$ 40.2	300	D
Common Stock	02/12/2008	S	200	D	\$ 40.22	100	D
Common Stock	02/12/2008	S	100	D	\$ 40.23	0	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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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 Underlying Securities (Instr. 3 and 4)	8. D S (I	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 6.68	02/12/2008		M		2,157	08/05/2003 08/05/2013	Common Stock	2,157
Stock Option	\$ 6.68	02/12/2008		M		9,143	09/30/2004 08/05/2013	Common Stock	9,143

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Riley James M AEROCONTROLEX GROUP, INC. 313 GILLETT STREET PAINESVILLE, OH 44077			President, AeroControlex Group	

Signatures

Halle Fine Terrion as attorney-in-fact for James Riley	02/13/2008
__Signature of Reporting Person	Date

Explanation of Responses:

- * 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).

Remarks:

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

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