

TransDigm Group INC
 Form 3
 March 14, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 *			2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â WARBURG PINCUS			(Month/Day/Year)	TransDigm Group INC [TDG]	
PRIVATE EQUITY VIII L P			03/14/2006		
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer		5. If Amendment, Date Original Filed(Month/Day/Year)
C/O WARBURG PINCUS & CO.,Â 466 LEXINGTON AVENUE			(Check all applicable)		
(Street)			___ Director		___X___ 10% Owner
			___ Officer		___ Other
			(give title below)		(specify below)
NEW YORK,Â NYÂ 10017			6. Individual or Joint/Group Filing(Check Applicable Line)		
(City)	(State)	(Zip)	___ Form filed by One Reporting Person		
			___X___ 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	D ⁽¹⁾	Â

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

SEC 1473 (7-02)

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 control number.

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	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WARBURG PINCUS PRIVATE EQUITY VIII L P C/O WARBURG PINCUS & CO. 466 LEXINGTON AVENUE NEW YORK, NY 10017	^	^ X	^	^
WARBURG PINCUS & CO C/O WARBURG PINCUS & CO. 466 LEXINGTON AVENUE NEW YORK, NY 10017	^	^ X	^	^
WARBURG PINCUS LLC C/O WARBURG PINCUS & CO. 466 LEXINGTON AVENUE NEW YORK, NY 10017	^	^ X	^	^
Warburg Pincus Partners LLC C/O WARBURG PINCUS & CO. 466 LEXINGTON AVENUE NEW YORK, NY 10017	^	^ X	^	^

Signatures

WARBURG PINCUS PRIVATE EQUITY VIII, L.P. By: Warburg Pincus Partners LLC,
General Partner By: Warburg Pincus & Co., Managing Member /s/ Kewsong Lee, Partner

03/14/2006

**Signature of Reporting Person

Date

Explanation of Responses:

* 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).

(1) See Exhibit 99.1 - Explanation of Responses.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.