

TransDigm Group INC  
Form 4  
February 12, 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 \*  
Rufus Gregory

(Last) (First) (Middle)

TRANSDIGM GROUP  
INCORPORATED, 1301 EAST 9TH  
STREET, SUITE 3710

(Street)

CLEVELAND, OH 44114

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/11/2008

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)  
Exec. VP, CFO and Secretary

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)			
				(A) or (D)	Price					
				Code	V	Amount				
Common Stock	02/11/2008		M		5,000	A	\$ 6.68	5,000	D	
Common Stock	02/11/2008		S		100	D	\$ 38.776	4,900	D	
Common Stock	02/11/2008		S		100	D	\$ 38.8	4,800	D	
Common Stock	02/11/2008		S		100	D	\$ 38.818	4,700	D	
Common Stock	02/11/2008		S		100	D	\$ 38.843	4,600	D	

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Common Stock	02/11/2008	S	100	D	\$ 38.983	4,500	D
Common Stock	02/11/2008	S	100	D	\$ 39.002	4,400	D
Common Stock	02/11/2008	S	200	D	\$ 39.01	4,200	D
Common Stock	02/11/2008	S	100	D	\$ 39.022	4,100	D
Common Stock	02/11/2008	S	100	D	\$ 39.04	4,000	D
Common Stock	02/11/2008	S	100	D	\$ 39.05	3,900	D
Common Stock	02/11/2008	S	39	D	\$ 39.07	3,861	D
Common Stock	02/11/2008	S	100	D	\$ 39.12	3,761	D
Common Stock	02/11/2008	S	100	D	\$ 39.124	3,661	D
Common Stock	02/11/2008	S	561	D	\$ 39.16	3,100	D
Common Stock	02/11/2008	S	100	D	\$ 39.172	3,000	D
Common Stock	02/11/2008	S	200	D	\$ 39.18	2,800	D
Common Stock	02/11/2008	S	500	D	\$ 39.19	2,300	D
Common Stock	02/11/2008	S	300	D	\$ 39.2	2,000	D
Common Stock	02/11/2008	S	150	D	\$ 39.21	1,850	D
Common Stock	02/11/2008	S	100	D	\$ 39.214	1,750	D
Common Stock	02/11/2008	S	100	D	\$ 39.22	1,650	D
Common Stock	02/11/2008	S	200	D	\$ 39.23	1,450	D
Common Stock	02/11/2008	S	300	D	\$ 39.24	1,150	D
Common Stock	02/11/2008	S	150	D	\$ 39.28	1,000	D
	02/11/2008	S	100	D		900	D

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Common Stock					\$ 39.336		
Common Stock	02/11/2008		S	100	D	\$ 39.344	800 D
Common Stock	02/11/2008		S	100	D	\$ 39.351	700 D
Common Stock	02/11/2008		S	100	D	\$ 39.42	600 D
Common Stock	02/11/2008		S	100	D	\$ 39.53	500 D

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

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**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 Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Option	\$ 6.68	02/11/2008		M	5,000	09/30/2004 - 08/05/2013	Common Stock	5,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			Other
	Director	10% Owner	Officer	
Rufus Gregory TRANSDIGM GROUP INCORPORATED 1301 EAST 9TH STREET, SUITE 3710 CLEVELAND, OH 44114			Exec. VP, CFO and Secretary	

## Signatures

Halle Fine Terrion as attorney in fact for Gregory  
Rufus

02/12/2008

\_\_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.

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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