TransDigm Group INC
Form 4/A
June 10, 2008

FORM 4

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

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

OMB APPROVAL	
OMB Number:	3235-0287
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Graff Michael

(Last) (First) (Middle)

466 LEXINGTON AVENUE

(Street)

NEW YORK, NY 10017

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
06/03/2008

4. If Amendment, Date Original Filed(Month/Day/Year)
06/05/2008

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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	(A) or (D)	Price			
Common Stock, par value $0.01 per share	06/03/2008		S		400	D	$ 43.26	18,302	D	
Common Stock, par value $0.01 per share	06/03/2008		S		800	D	$ 43.29	17,502	D	
Common Stock, par value $0.01 per share	06/03/2008		S		200	D	$ 43.35	17,302	D	

Common Stock, par value $0.01 per share	06/03/2008		S	100	D	$ 43.41	17,202	D	
Common Stock, par value $0.01 per share	06/03/2008		S	500	D	$ 43.43	16,702	D	
Common Stock, par value $0.01 per share	06/03/2008		S	300	D	$ 43.45	16,402	D	
Common Stock, par value $0.01 per share	06/03/2008		S	100	D	$ 43.48	16,302	D	
Common Stock, par value $0.01 per share	06/03/2008		S	100	D	$ 43.49	16,202	D	
Common Stock, par value $0.01 per share	06/03/2008		S	100	D	$ 43.53	16,102	D	
Common Stock, par value $0.01 per share	06/03/2008		S	100	D	$ 43.54	16,002	D	
Common Stock, par value $0.01 per share	06/03/2008		S	100	D	$ 43.545	15,902	D	
Common Stock, par value $0.01 per share	06/03/2008		S	1,500	D	$ 43.56	14,402	D	
Common Stock, par value $0.01 per share	06/03/2008		S	700	D	$ 43.57	13,702	D	
Common Stock, par value $0.01 per share (1)							11,383,201	I	See footnote (1)
							1,870	D	

Common Stock, par value $0.01 per share (2)		
Common Stock (restricted), par value $0.01 per share (3)	918	D

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

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.

SEC 1474 (9-02)

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. Pri Deriv Secur (Instr
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Options (right to buy)	$ 6.68							07/22/2003	07/22/2013	Common Stock, par value $0.01 per share	26,419	
Stock Options (right to buy) (4)	$ 6.68							07/22/2003	07/22/2013	Common Stock, par value $0.01 per share	81,677	

Reporting Owners

Reporting Owner Name / Address	Relationships

	Director	10% Owner	Officer	Other
Graff Michael 466 LEXINGTON AVENUE NEW YORK, NY 10017	X			

Signatures

/s/ Michael Graff	06/10/2008
**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).
- **(1)** See Exhibit 99.1
- **(2)** Receipt of stock in lieu of payment of semi-annual director fee, based on fair market value in accordance with the 2006 Stock Incentive Plan.
- **(3)** Receipt of stock in respect of annual grant of restricted stock to directors with the number of shares determined based on the fair market value of the stock on the date of grant. Subject to forfeiture; forfeiture provisions lapse as to one-third of the stock on each of the first, second and third anniversaries of the date of grant.
- **(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.

Remarks:

This amendment is being filed to remove a transaction that was included in the prior Form 4, which reflected a proposed transf

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.