

TransDigm Group INC
Form 4
January 16, 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

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(Print or Type Responses)

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

(Last) (First) (Middle)

AEROCONTROLEX 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)

01/14/2008

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

President, AeroControlex Group

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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock	01/14/2008		M	11,300 A	\$ 6.68 11,300	D	
Common Stock	01/14/2008		S	6,414 D	\$ 41 4,886	D	
Common Stock	01/14/2008		S	400 D	\$ 41.01 4,486	D	
Common Stock	01/14/2008		S	400 D	\$ 41.02 4,086	D	
Common Stock	01/14/2008		S	300 D	\$ 41.03 3,786	D	

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Common Stock	01/14/2008	S	300	D	\$ 41.04	3,486	D
Common Stock	01/14/2008	S	1,100	D	\$ 41.05	2,386	D
Common Stock	01/14/2008	S	100	D	\$ 41.07	2,286	D
Common Stock	01/14/2008	S	101	D	\$ 41.09	2,185	D
Common Stock	01/14/2008	S	199	D	\$ 41.11	1,986	D
Common Stock	01/14/2008	S	200	D	\$ 41.18	1,786	D
Common Stock	01/14/2008	S	100	D	\$ 41.19	1,686	D
Common Stock	01/14/2008	S	100	D	\$ 41.2	1,586	D
Common Stock	01/14/2008	S	100	D	\$ 41.215	1,486	D
Common Stock	01/14/2008	S	500	D	\$ 41.22	986	D
Common Stock	01/14/2008	S	100	D	\$ 41.25	886	D
Common Stock	01/14/2008	S	100	D	\$ 41.26	786	D
Common Stock	01/14/2008	S	100	D	\$ 41.28	686	D
Common Stock	01/14/2008	S	100	D	\$ 41.29	586	D
Common Stock	01/14/2008	S	100	D	\$ 41.33	486	D
Common Stock	01/14/2008	S	100	D	\$ 41.35	386	D
Common Stock	01/14/2008	S	100	D	\$ 41.36	286	D
Common Stock	01/14/2008	S	86	D	\$ 41.39	200	D
Common Stock	01/14/2008	S	200	D	\$ 41.53	0	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

SEC 1474
(9-02)

required to respond unless the form displays a currently valid OMB control number.

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 6.68	01/14/2008		M		11,300		09/30/2004	08/05/2013	Common Stock	11,300

Reporting Owners

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

Signatures

Halle Fine Terrion as attorney-in-fact for James M.
Riley 01/16/2008

**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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