TransDigm Group INC Form 4 April 08, 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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction 1(b).

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

TransDigm Group INC [TDG]

3. Date of Earliest Transaction

(Month/Day/Year)

04/08/2008

(Print or Type Responses)

(Last)

1. Name and Address of Reporting Person * Rodriguez Albert J

> (First) (Middle)

MARATHONNORCO AEROSPACE, INC., 8233 **IMPERIAL DRIVE**

(Street)

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Issuer Symbol

(Check all applicable)

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

Exec. V.P., Mergers & Aquis.

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

WACO, TX 76712

(City)	(State)	(Zip) Tabl	e I - Non-D	erivative	Secui	rities Acq	uired, Disposed o	of, or Beneficial	ly 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 on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	04/08/2008		S	181	D	\$ 39.12	11,517	D	
Common Stock	04/08/2008		S	519	D	\$ 39.14	10,998	D	
Common Stock	04/08/2008		S	200	D	\$ 39.15	10,798	D	
Common Stock	04/08/2008		S	200	D	\$ 39.16	10,598	D	
Common Stock	04/08/2008		S	700	D	\$ 39.17	9,898	D	

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04/08/2008	S	1,100	D	\$ 39.18	8,798	D
04/08/2008	S	700	D	\$ 39.19	8,098	D
04/08/2008	S	1,300	D	\$ 39.2	6,798	D
04/08/2008	S	600	D	\$ 39.21	6,198	D
04/08/2008	S	1,700	D	\$ 39.22	4,498	D
04/08/2008	S	700	D	\$ 39.23	3,798	D
04/08/2008	S	700	D	\$ 39.24	3,098	D
04/08/2008	S	700	D	\$ 39.25	2,398	D
04/08/2008	S	200	D	\$ 39.26	2,198	D
04/08/2008	S	598	D	\$ 39.27	1,600	D
04/08/2008	S	400	D	\$ 39.28	1,200	D
04/08/2008	S	500	D	\$ 39.29	700	D
04/08/2008	S	100	D	\$ 39.3	600	D
04/08/2008	S	100	D	\$ 39.33	500	D
04/08/2008	S	100	D	\$ 39.35	400	D
04/08/2008	S	200	D	\$ 39.36	200	D
04/08/2008	S	200	D	\$ 39.37	0	D
	04/08/2008 04/08/2008 04/08/2008 04/08/2008 04/08/2008 04/08/2008 04/08/2008 04/08/2008 04/08/2008 04/08/2008 04/08/2008 04/08/2008 04/08/2008 04/08/2008	04/08/2008 S 04/08/2008 S	04/08/2008 S 700 04/08/2008 S 1,300 04/08/2008 S 600 04/08/2008 S 1,700 04/08/2008 S 700 04/08/2008 S 700 04/08/2008 S 200 04/08/2008 S 598 04/08/2008 S 500 04/08/2008 S 100 04/08/2008 S 100 04/08/2008 S 100 04/08/2008 S 100 04/08/2008 S 200	04/08/2008 S 700 D 04/08/2008 S 1,300 D 04/08/2008 S 600 D 04/08/2008 S 1,700 D 04/08/2008 S 700 D 04/08/2008 S 700 D 04/08/2008 S 200 D 04/08/2008 S 598 D 04/08/2008 S 500 D 04/08/2008 S 500 D 04/08/2008 S 100 D 04/08/2008 S 200 D	04/08/2008 S 1,100 D 39.18 04/08/2008 S 700 D \$ 39.19 04/08/2008 S 1,300 D \$ 39.2 04/08/2008 S 600 D \$ 39.21 04/08/2008 S 1,700 D \$ 39.22 04/08/2008 S 700 D \$ 39.23 04/08/2008 S 700 D \$ 39.24 04/08/2008 S 700 D \$ 39.25 04/08/2008 S 200 D \$ 39.26 04/08/2008 S 598 D \$ 39.27 04/08/2008 S 500 D \$ 39.29 04/08/2008 S 500 D \$ 39.39 04/08/2008 S 100 D \$ 39.33 04/08/2008 S 100 D \$ 39.35 04/08/2008 S 200 D \$ 39.36 04/08/2008 S 200 D \$ 39.36	04/08/2008 S 1,100 D 39.18 8,798 04/08/2008 S 700 D \$39.19 8,098 04/08/2008 S 1,300 D \$39.2 6,798 04/08/2008 S 600 D \$39.21 6,198 04/08/2008 S 700 D \$39.22 4,498 04/08/2008 S 700 D \$39.23 3,798 04/08/2008 S 700 D \$39.24 3,098 04/08/2008 S 700 D \$39.24 3,098 04/08/2008 S 700 D \$39.25 2,398 04/08/2008 S 200 D \$39.26 2,198 04/08/2008 S 598 D \$39.27 1,600 04/08/2008 S 500 D \$39.28 1,200 04/08/2008 S 500 D \$39.35 600 04/08/2008 S 100 D \$39.35 400 04/08/2008 S

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)

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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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. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D)		ate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(Instr. 3, 4, and 5) (A) (D)	Date Exercisable	Expiration Date	or Title Nu of	umber		

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

Rodriguez Albert J MARATHONNORCO AEROSPACE, INC. 8233 IMPERIAL DRIVE WACO, TX 76712

Exec. V.P., Mergers & Aquis.

Signatures

Halle Fine Terrion as attorney in fact for Albert Rodriguez

04/08/2008

**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. 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.

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