

Howley W Nicholas
Form 4
May 05, 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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Howley W Nicholas

(Last) (First) (Middle)

1301 EAST NINTH
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)

05/01/2008

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)

Chief Executive Officer

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	05/01/2008		S	14 D \$ 37.385	3,526	I	Bratenahl Investments, Ltd.
Common Stock	05/01/2008		S	42 D \$ 37.39	3,484	I	Bratenahl Investments, Ltd.
Common Stock	05/01/2008		S	88 D \$ 37.4	3,396	I	Bratenahl Investments, Ltd.
Common Stock	05/01/2008		S	14 D \$ 37.404	3,382	I	Bratenahl Investments,

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								Ltd.
Common Stock	05/01/2008	S	14	D	\$ 37.406	3,368	I	Bratenahl Investments, Ltd.
Common Stock	05/01/2008	S	42	D	\$ 37.41	3,326	I	Bratenahl Investments, Ltd.
Common Stock	05/01/2008	S	42	D	\$ 37.42	3,284	I	Bratenahl Investments, Ltd.
Common Stock	05/01/2008	S	98	D	\$ 37.43	3,186	I	Bratenahl Investments, Ltd.
Common Stock	05/01/2008	S	14	D	\$ 37.434	3,172	I	Bratenahl Investments, Ltd.
Common Stock	05/01/2008	S	196	D	\$ 37.44	2,976	I	Bratenahl Investments, Ltd.
Common Stock	05/01/2008	S	56	D	\$ 37.45	2,920	I	Bratenahl Investments, Ltd.
Common Stock	05/01/2008	S	56	D	\$ 37.46	2,864	I	Bratenahl Investments, Ltd.
Common Stock	05/01/2008	S	14	D	\$ 37.466	2,850	I	Bratenahl Investments, Ltd.
Common Stock	05/01/2008	S	14	D	\$ 37.47	2,836	I	Bratenahl Investments, Ltd.
Common Stock	05/01/2008	S	14	D	\$ 37.476	2,822	I	Bratenahl Investments, Ltd.
Common Stock	05/01/2008	S	67	D	\$ 37.49	2,755	I	Bratenahl Investments, Ltd.
Common Stock	05/01/2008	S	84	D	\$ 37.5	2,671	I	Bratenahl Investments, Ltd.
Common Stock	05/01/2008	S	28	D	\$ 37.51	2,643	I	Bratenahl Investments, Ltd.

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Common Stock	05/01/2008	S	83	D	\$ 37.52	2,560	I	Bratenahl Investments, Ltd.
Common Stock	05/01/2008	S	40	D	\$ 37.53	2,520	I	Bratenahl Investments, Ltd.
Common Stock	05/01/2008	S	42	D	\$ 37.54	2,478	I	Bratenahl Investments, Ltd.
Common Stock	05/01/2008	S	84	D	\$ 37.56	2,394	I	Bratenahl Investments, Ltd.
Common Stock	05/01/2008	S	7	D	\$ 37.569	2,387	I	Bratenahl Investments, Ltd.
Common Stock	05/01/2008	S	70	D	\$ 37.57	2,317	I	Bratenahl Investments, Ltd.
Common Stock	05/01/2008	S	112	D	\$ 37.58	2,205	I	Bratenahl Investments, Ltd.
Common Stock	05/01/2008	S	14	D	\$ 37.588	2,191	I	Bratenahl Investments, Ltd.
Common Stock	05/01/2008	S	61	D	\$ 37.59	2,130	I	Bratenahl Investments, Ltd.
Common Stock	05/01/2008	S	14	D	\$ 37.593	2,116	I	Bratenahl Investments, Ltd.
Common Stock	05/01/2008	S	42	D	\$ 37.6	2,074	I	Bratenahl Investments, Ltd.
Common Stock	05/01/2008	S	28	D	\$ 37.61	2,046	I	Bratenahl Investments, Ltd.

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

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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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. 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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
				Code V (A) (D)		Date Exercisable Expiration Date	Title Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Howley W Nicholas 1301 EAST NINTH STREET SUITE 3710 CLEVELAND, OH 44114			Chief Executive Officer	

Signatures

Halle Fine Terrion as attorney in fact for W. Nicholas
Howley

05/01/2008

 **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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