

TransDigm Group INC
Form 3
March 14, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>Â Leary John F</p> <p>(Last) (First) (Middle)</p> <p>ADAMS RITE AEROSPACE INC.,Â 4141 NORTH PALM STREET</p> <p>(Street)</p> <p>FULLERTON,Â CAÂ 92835</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>03/14/2006</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>TransDigm Group INC [TDG]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p>____ Director ____ 10% Owner <input checked="" type="checkbox"/> Officer ____ Other (give title below) (specify below) Pres. (Adams Rite Aerospace)</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

<p>1. Title of Security</p> <p>(Instr. 4)</p>	<p>2. Amount of Securities Beneficially Owned</p> <p>(Instr. 4)</p>	<p>3. Ownership Form:</p> <p>Direct (D) or Indirect (I)</p> <p>(Instr. 5)</p>	<p>4. Nature of Indirect Beneficial Ownership</p> <p>(Instr. 5)</p>
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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

<p>1. Title of Derivative Security</p> <p>(Instr. 4)</p>	<p>2. Date Exercisable and Expiration Date</p> <p>(Month/Day/Year)</p> <p>Date Exercisable Expiration Date</p>	<p>3. Title and Amount of Securities Underlying Derivative Security</p> <p>(Instr. 4)</p> <p>Title Amount or Number of</p>	<p>4. Conversion or Exercise Price of Derivative Security</p>	<p>5. Ownership Form of Derivative Security:</p> <p>Direct (D)</p>	<p>6. Nature of Indirect Beneficial Ownership</p> <p>(Instr. 5)</p>
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				Shares		or Indirect (I) (Instr. 5)	
Stock Options	07/22/2003	07/19/2012	Common Stock	22,239	\$ 3.35	D	Â
Stock Options	07/22/2003	01/01/2010	Common Stock	75,169	\$ 2.34	D	Â
Stock Options ⁽¹⁾	09/30/2004	08/05/2013	Common Stock	155,584	\$ 6.68	D	Â
Stock Options ⁽²⁾	08/05/2003	08/05/2013	Common Stock	38,896	\$ 6.68	D	Â
Stock Options	09/28/2005	01/01/2010	Common Stock	4,188	\$ 13.37	D	Â
Stock Options	09/28/2005	08/05/2013	Common Stock	748	\$ 13.37	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships				Other
	Director	10% Owner	Officer		
Leary John F ADAMS RITE AEROSPACE INC. 4141 NORTH PALM STREET FULLERTON, CA 92835	Â	Â	Â Pres. (Adams Rite Aerospace)		Â

Signatures

Deanna M. Campbell, Attorney-in-Fact for John F. Leary 03/14/2006

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) 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 upon sales of shares of common stock by certain investors of issuer.

(2) Vests over time in 20% increments starting on grant date and annually on next four anniversary dates.

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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