

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2007-12-04** | Period of Report: **2007-12-03**
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ISSUER

TransDigm Group INC

CIK: **1260221** | IRS No.: **510484716** | State of Incorporation: **DE** | Fiscal Year End: **0930**
SIC: **3728** Aircraft parts & auxiliary equipment, nec

Mailing Address
1301 EAST 9TH STREET
SUITE 3710
CLEVELAND OH 44114

Business Address
1301 EAST 9TH STREET
SUITE 3710
CLEVELAND OH 44114
216 706 2939

REPORTING OWNER

Howley W Nicholas

CIK: **1352573**
Type: **4** | Act: **34** | File No.: **001-32833** | Film No.: **071282541**

Mailing Address
TRANSDIGM GROUP
INCORPORATED
1301 EAST 9TH STREET,
SUITE 3710
CLEVELAND OH 44114

Business Address
216-706-2939

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person Howley W Nicholas			2. Issuer Name and Ticker or Trading Symbol TransDigm Group INC [TDG]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) Chief Executive Officer	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 12/03/2007			
1301 EAST NINTH STREET, SUITE 3710			4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person ____ Form Filed by More than One Reporting Person	
(Street) CLEVELAND, OH 44114						
(City)	(State)	(Zip)				

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	12/03/2007		S		344	D	\$48.03	4,989	D	
Common Stock	12/03/2007		S		258	D	\$48.2	4,731	D	
Common Stock	12/03/2007		S		430	D	\$48.21	4,301	D	
Common Stock	12/03/2007		S		86	D	\$48.22	4,215	D	
Common Stock	12/03/2007		S		172	D	\$48.24	4,043	D	
Common Stock	12/03/2007		S		688	D	\$48.25	3,355	D	
Common Stock	12/03/2007		S		86	D	\$48.26	3,269	D	
Common Stock	12/03/2007		S		86	D	\$48.27	3,183	D	
Common Stock	12/03/2007		S		172	D	\$48.29	3,011	D	
Common Stock	12/03/2007		S		258	D	\$48.35	2,753	D	
Common Stock	12/03/2007		S		172	D	\$48.38	2,581	D	
Common Stock	12/03/2007		S		86	D	\$48.39	2,495	D	
Common Stock	12/03/2007		S		86	D	\$48.4	2,409	D	
Common Stock	12/03/2007		S		86	D	\$48.41	2,323	D	
Common Stock	12/03/2007		S		175	D	\$48.43	2,148	D	
Common Stock	12/03/2007		S		62	D	\$48.5	2,086	D	
Common Stock	12/03/2007		S		366	D	\$48.51	1,720	D	

Common Stock	12/03/2007		<u>S</u>	967	D	\$48.53	753	D	
Common Stock	12/03/2007		<u>S</u>	86	D	\$48.54	667	D	
Common Stock	12/03/2007		<u>S</u>	86	D	\$48.55	581	D	
Common Stock	12/03/2007		<u>S</u>	151	D	\$48.56	430	D	
Common Stock	12/03/2007		<u>S</u>	86	D	\$48.59	344	D	
Common Stock	12/03/2007		<u>S</u>	344	D	\$48.71	0	D	
Common Stock	12/03/2007		<u>M</u>	4,352	A	\$0.79	4,352	I	Bratenahl Investments, Ltd.
Common Stock	12/03/2007		<u>S</u>	83	D	\$45.64	4,269	I	Bratenahl Investments, Ltd.
Common Stock	12/03/2007		<u>P</u>	84	D	\$45.98	4,185	I	Bratenahl Investments, Ltd.
Common Stock	12/03/2007		<u>S</u>	154	D	\$46.25	4,031	I	Bratenahl Investments, Ltd.
Common Stock	12/03/2007		<u>S</u>	145	D	\$46.27	3,886	I	Bratenahl Investments, Ltd.
Common Stock	12/03/2007		<u>S</u>	56	D	\$46.44	3,830	I	Bratenahl Investments, Ltd.
Common Stock	12/03/2007		<u>S</u>	154	D	\$46.46	3,676	I	Bratenahl Investments, Ltd.

**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)				6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option	\$0.79	12/03/2007		<u>M</u>			4,352	07/22/2003	01/01/2010	Common Stock	4,352	\$0.79	39,168	I	Bratenahl Investments, Ltd.

Remarks:

All sales reported hereunder made pursuant to an established 10b5-1 plan.

Signatures

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

** Signature of Reporting Person

12/04/2007

Date

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

* 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).

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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