

Howley W Nicholas
Form 4
October 02, 2007

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

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)

(Last) (First) (Middle)
1301 EAST NINTH STREET, SUITE 3710
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
10/01/2007

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Chief Executive Officer

CLEVELAND, OH 44114

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

(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 Ownership (Instr. 4)			
			Code	V	Amount	(D)	Price			
Common Stock	10/01/2007		S		14	D	\$ 45.8	2,173	I	Bratenahl Investments, Ltd.
Common Stock	10/01/2007		S		55	D	\$ 45.85	2,118	I	Bratenahl Investments, Ltd.
Common Stock	10/01/2007		S		14	D	\$ 45.86	2,104	I	Bratenahl Investments, Ltd.
Common Stock	10/01/2007		S		14	D	\$ 45.87	2,090	I	Bratenahl Investments,

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Common Stock	10/01/2007	S	14	D	\$ 45.92	2,076	I	Ltd. Bratenahl Investments, Ltd.
Common Stock	10/01/2007	S	14	D	\$ 45.94	2,062	I	Bratenahl Investments, Ltd.
Common Stock	10/01/2007	S	14	D	\$ 45.96	2,048	I	Bratenahl Investments, Ltd.
Common Stock	10/01/2007	S	69	D	\$ 45.97	1,979	I	Bratenahl Investments, Ltd.
Common Stock	10/01/2007	S	28	D	\$ 45.99	1,951	I	Bratenahl Investments, Ltd.
Common Stock	10/01/2007	S	14	D	\$ 46	1,937	I	Bratenahl Investments, Ltd.
Common Stock	10/01/2007	S	179	D	\$ 46.01	1,758	I	Bratenahl Investments, Ltd.
Common Stock	10/01/2007	S	110	D	\$ 46.02	1,648	I	Bratenahl Investments, Ltd.
Common Stock	10/01/2007	S	41	D	\$ 46.03	1,607	I	Bratenahl Investments, Ltd.
Common Stock	10/01/2007	S	55	D	\$ 46.05	1,552	I	Bratenahl Investments, Ltd.
Common Stock	10/01/2007	S	14	D	\$ 46.06	1,538	I	Bratenahl Investments, Ltd.
Common Stock	10/01/2007	S	69	D	\$ 46.07	1,469	I	Bratenahl Investments, Ltd.
Common Stock	10/01/2007	S	28	D	\$ 46.08	1,441	I	Bratenahl Investments, Ltd.
Common Stock	10/01/2007	S	55	D	\$ 46.09	1,386	I	Bratenahl Investments, Ltd.

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Common Stock	10/01/2007	S	14	D	\$ 46.1	1,372	I	Bratenahl Investments, Ltd.
Common Stock	10/01/2007	S	14	D	\$ 46.11	1,358	I	Bratenahl Investments, Ltd.
Common Stock	10/01/2007	S	55	D	\$ 46.12	1,303	I	Bratenahl Investments, Ltd.
Common Stock	10/01/2007	S	28	D	\$ 46.13	1,275	I	Bratenahl Investments, Ltd.
Common Stock	10/01/2007	S	103	D	\$ 46.14	1,172	I	Bratenahl Investments, Ltd.
Common Stock	10/01/2007	S	110	D	\$ 46.15	1,062	I	Bratenahl Investments, Ltd.
Common Stock	10/01/2007	S	124	D	\$ 46.16	938	I	Bratenahl Investments, Ltd.
Common Stock	10/01/2007	S	124	D	\$ 46.17	814	I	Bratenahl Investments, Ltd.
Common Stock	10/01/2007	S	14	D	\$ 46.175	800	I	Bratenahl Investments, Ltd.
Common Stock	10/01/2007	S	124	D	\$ 46.18	676	I	Bratenahl Investments, Ltd.
Common Stock	10/01/2007	S	14	D	\$ 46.185	662	I	Bratenahl Investments, Ltd.
Common Stock	10/01/2007	S	107	D	\$ 46.19	555	I	Bratenahl Investments, Ltd.

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

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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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		

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
10/02/2007

**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 sales made pursuant to a 10b5-1 plan.

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