

Henderson Robert S
Form 4
February 20, 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 Number: 3235-0287
Expires: January 31, 2005
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Henderson Robert S

(Last) (First) (Middle)

ADELWIGGINS GROUP, 5000
TRIGGS STREET

(Street)

LOS ANGELES, CA 90022

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

TransDigm Group INC [TDG]

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

02/19/2008

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)

Exec.V.P. & Pres., AdelWiggins

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	02/19/2008		M	12,491 A	\$ 13.37 12,491	D	
Common Stock	02/19/2008		M	23,070 A	\$ 2.34 35,561	D	
Common Stock	02/19/2008		S	100 D	\$ 39.17 35,461	D	
Common Stock	02/19/2008		S	200 D	\$ 39.18 35,261	D	
Common Stock	02/19/2008		S	100 D	\$ 39.19 35,161	D	

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Common Stock	02/19/2008	S	100	D	\$ 39.2	35,061	D
Common Stock	02/19/2008	S	900	D	\$ 39.21	34,161	D
Common Stock	02/19/2008	S	400	D	\$ 39.22	33,761	D
Common Stock	02/19/2008	S	200	D	\$ 39.25	33,561	D
Common Stock	02/19/2008	S	500	D	\$ 39.26	33,061	D
Common Stock	02/19/2008	S	200	D	\$ 39.27	32,861	D
Common Stock	02/19/2008	S	100	D	\$ 39.28	32,761	D
Common Stock	02/19/2008	S	700	D	\$ 39.3	32,061	D
Common Stock	02/19/2008	S	1,100	D	\$ 39.31	30,961	D
Common Stock	02/19/2008	S	1,300	D	\$ 39.32	29,661	D
Common Stock	02/19/2008	S	400	D	\$ 39.325	29,261	D
Common Stock	02/19/2008	S	1,200	D	\$ 39.33	28,061	D
Common Stock	02/19/2008	S	2,500	D	\$ 39.34	25,561	D
Common Stock	02/19/2008	S	2,100	D	\$ 39.35	23,461	D
Common Stock	02/19/2008	S	1,200	D	\$ 39.36	22,261	D
Common Stock	02/19/2008	S	1,100	D	\$ 39.37	21,161	D
Common Stock	02/19/2008	S	500	D	\$ 39.38	20,661	D
Common Stock	02/19/2008	S	1,100	D	\$ 39.39	19,561	D
Common Stock	02/19/2008	S	4,000	D	\$ 39.4	15,561	D
Common Stock	02/19/2008	S	1,200	D	\$ 39.41	14,361	D
	02/19/2008	S	1,500	D	\$ 39.42	12,861	D

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Common
Stock

Common Stock	02/19/2008	S	800	D	\$ 39.43	12,061	D
Common Stock	02/19/2008	S	1,000	D	\$ 39.44	11,061	D
Common Stock	02/19/2008	S	2,561	D	\$ 39.45	8,500	D
Common Stock	02/19/2008	S	900	D	\$ 39.46	7,600	D

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)

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option	\$ 2.34	02/19/2008		M	23,070	07/22/2003 01/01/2010	Common Stock 23,070
Stock Option	\$ 13.37	02/19/2008		M	12,491	09/28/2005 01/01/2010	Common Stock 12,491

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Henderson Robert S ADELWIGGINS GROUP 5000 TRIGGS STREET LOS ANGELES, CA 90022	Exec.V.P. & Pres., AdelWiggins

Signatures

Halle Fine Terrion as attorney in fact for Robert
Henderson

02/20/2008

__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).

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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