Howley W Nicholas
Form 4
May 05, 2008

FORM 4

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

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

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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).

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/01/2008		M		26,785	A	$ 6.68	26,785	D	
Common Stock	05/01/2008		S		430	D	$ 37.17	26,355	D	
Common Stock	05/01/2008		S		516	D	$ 37.22	25,839	D	
Common Stock	05/01/2008		S		86	D	$ 37.226	25,753	D	
Common Stock	05/01/2008		S		258	D	$ 37.23	25,495	D	

Common Stock	05/01/2008	S	253	D	$ 37.24	25,242	D
Common Stock	05/01/2008	S	263	D	$ 37.25	24,979	D
Common Stock	05/01/2008	S	344	D	$ 37.26	24,635	D
Common Stock	05/01/2008	S	86	D	$ 37.27	24,549	D
Common Stock	05/01/2008	S	86	D	$ 37.271	24,463	D
Common Stock	05/01/2008	S	86	D	$ 37.28	24,377	D
Common Stock	05/01/2008	S	172	D	$ 37.284	24,205	D
Common Stock	05/01/2008	S	86	D	$ 37.286	24,119	D
Common Stock	05/01/2008	S	172	D	$ 37.29	23,947	D
Common Stock	05/01/2008	S	86	D	$ 37.294	23,861	D
Common Stock	05/01/2008	S	344	D	$ 37.3	23,517	D
Common Stock	05/01/2008	S	232	D	$ 37.31	23,285	D
Common Stock	05/01/2008	S	258	D	$ 37.32	23,027	D
Common Stock	05/01/2008	S	516	D	$ 37.33	22,511	D
Common Stock	05/01/2008	S	172	D	$ 37.34	22,339	D
Common Stock	05/01/2008	S	86	D	$ 37.35	22,253	D
Common Stock	05/01/2008	S	26	D	$ 37.36	22,227	D
Common Stock	05/01/2008	S	258	D	$ 37.37	21,969	D
Common Stock	05/01/2008	S	172	D	$ 37.38	21,797	D
Common Stock	05/01/2008	S	86	D	$ 37.385	21,711	D
	05/01/2008	S	258	D	$ 37.39	21,453	D

Common Stock								
Common Stock	05/01/2008		S	539	D	$ 37.4	20,914	D
Common Stock	05/01/2008		S	86	D	$ 37.404	20,828	D
Common Stock	05/01/2008		S	86	D	$ 37.406	20,742	D
Common Stock	05/01/2008		S	258	D	$ 37.41	20,484	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	$ 6.68	05/01/2008		M			26,785	09/30/2004	08/05/2013	Common Stock	26,785

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	05/05/2008
**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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