

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)

1. Name and Address of Reporting Person *	2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol
Â Howley W Nicholas	(Month/Day/Year) 03/14/2006	TransDigm Group INC [TDG]
(Last) (First) (Middle)		
		4. Relationship of Reporting Person(s) to Issuer
		5. If Amendment, Date Original Filed(Month/Day/Year)

TRANSDIGM GROUP
INCORPORATED,Â 1301
EAST 9TH STREET, SUITE
3710

(Street)

(Check all applicable)

Director 10% Owner
 Officer Other
(give title below) (specify below)
CEO and Chairman of Bd.

CLEVELAND,Â OHÂ 44114

(City) (State) (Zip)

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

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	513,733	D	Â

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)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	
Stock Options	07/22/2003	01/01/2010	Common Stock	902,928	\$ 2.38	D	Â
Stock Options <u>(1)</u>	09/30/2004	08/05/2013	Common Stock	1,077,120	\$ 6.68	D	Â
Stock Options	08/05/2003	08/05/2013	Common Stock	269,280	\$ 6.68	D	Â
Stock Options	09/28/2005	01/01/2010	Common Stock	61,111	\$ 13.37	D	Â
Stock Options	09/28/2005	08/05/2013	Common Stock	5,236	\$ 13.37	D	Â
Stock Options	07/22/2003	01/01/2010	Common Stock	260,203	\$ 0.79	I	Bratenahl Investments, Ltd.
Stock Options <u>(1)</u>	09/30/2004	08/05/2013	Common Stock	119,680	\$ 6.68	I	Bratenahl Investments, Ltd.
Stock Options	08/05/2003	08/05/2013	Common Stock	29,920	\$ 6.68	I	Bratenahl Investments, Ltd.
Stock Options	09/28/2005	01/01/2010	Common Stock	11,220	\$ 13.37	I	Bratenahl Investments, Ltd.
Stock Options	09/28/2005	08/05/2013	Common Stock	598	\$ 13.37	I	Bratenahl Investments, Ltd.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Howley W Nicholas TRANSDIGM GROUP INCORPORATED 1301 EAST 9TH STREET, SUITE 3710 CLEVELAND, OH 44114	Â X	Â	Â CEO and Chairman of Bd.	Â

Signatures

Deanna M. Campbell, Attorney-in-Fact for W Nicholas Howley
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).

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- (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.

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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