

Howley W Nicholas  
 Form 4  
 February 04, 2008

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

OMB APPROVAL  
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**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

(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)  
 02/01/2008

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	02/01/2008		S		86 D \$ 43.154	430	D
Common Stock	02/01/2008		S		172 D \$ 43.153	258	D
Common Stock	02/01/2008		S		86 D \$ 43.162	172	D
Common Stock	02/01/2008		S		86 D \$ 43.18	86	D
Common Stock	02/01/2008		S		86 D \$ 43.19	0	D

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Common Stock	02/01/2008	M	4,352	A	\$ 0.79	4,352	I	Bratenahl Investments, Ltd.
Common Stock	02/01/2008	S	14	D	\$ 40.91	4,338	I	Bratenahl Investments, Ltd.
Common Stock	02/01/2008	S	28	D	\$ 40.93	4,310	I	Bratenahl Investments, Ltd.
Common Stock	02/01/2008	S	56	D	\$ 40.94	4,254	I	Bratenahl Investments, Ltd.
Common Stock	02/01/2008	S	14	D	\$ 40.95	4,240	I	Bratenahl Investments, Ltd.
Common Stock	02/01/2008	S	14	D	\$ 40.99	4,226	I	Bratenahl Investments, Ltd.
Common Stock	02/01/2008	S	14	D	\$ 41	4,212	I	Bratenahl Investments, Ltd.
Common Stock	02/01/2008	S	14	D	\$ 41.01	4,198	I	Bratenahl Investments, Ltd.
Common Stock	02/01/2008	S	90	D	\$ 41.02	4,108	I	Bratenahl Investments, Ltd.
Common Stock	02/01/2008	S	28	D	\$ 41.03	4,080	I	Bratenahl Investments, Ltd.
Common Stock	02/01/2008	S	70	D	\$ 41.04	4,010	I	Bratenahl Investments, Ltd.
Common Stock	02/01/2008	S	84	D	\$ 41.05	3,926	I	Bratenahl Investments, Ltd.
Common Stock	02/01/2008	S	84	D	\$ 41.06	3,842	I	Bratenahl Investments, Ltd.
Common Stock	02/01/2008	S	14	D	\$ 41.08	3,828	I	Bratenahl Investments, Ltd.
Common Stock	02/01/2008	S	14	D	\$ 41.085	3,814	I	Bratenahl Investments,

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1. Title of Security (Instr. 3)	2. Conversion or Exercise Price of Derivative	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. D S (I)
Common Stock		02/01/2008		S 14 D	\$ 41.09 3,800	I	Bratenahl Investments, Ltd.	
Common Stock		02/01/2008		S 14 D	\$ 41.1 3,786	I	Bratenahl Investments, Ltd.	
Common Stock		02/01/2008		S 14 D	\$ 41.11 3,772	I	Bratenahl Investments, Ltd.	
Common Stock		02/01/2008		S 28 D	\$ 41.13 3,744	I	Bratenahl Investments, Ltd.	
Common Stock		02/01/2008		S 56 D	\$ 41.14 3,688	I	Bratenahl Investments, Ltd.	
Common Stock		02/01/2008		S 14 D	\$ 41.21 3,674	I	Bratenahl Investments, Ltd.	
Common Stock		02/01/2008		S 182 D	\$ 41.3 3,492	I	Bratenahl Investments, Ltd.	
Common Stock		02/01/2008		S 28 D	\$ 41.35 3,464	I	Bratenahl Investments, Ltd.	
Common Stock		02/01/2008		S 14 D	\$ 41.53 3,450	I	Bratenahl Investments, Ltd.	
Common Stock		02/01/2008		S 15 D	\$ 41.55 3,435	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)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. D S (I)
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