

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 *
Â Rodriguez Albert J
(Last) (First) (Middle)

2. Date of Event Requiring Statement
(Month/Day/Year)
03/14/2006

3. Issuer Name and Ticker or Trading Symbol
TransDigm Group INC [TDG]

4. Relationship of Reporting Person(s) to Issuer

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

MARATHON POWER
TECHNOLOGIES,Â 8233
IMPERIAL DRIVE
(Street)

(Check all applicable)

Director 10% Owner
 Officer Other
(give title below) (specify below)
Exec. VP and Pres. (Marathon)

WACO,Â TXÂ 76712
(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	55,598	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 (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Stock Options	07/22/2003	07/19/2012	Common Stock	20,014	\$ 3.39	D	Â
Stock Options	07/22/2003	01/01/2010	Common Stock	222,396	\$ 2.38	D	Â
Stock Options <u>(1)</u>	09/30/2004	08/05/2013	Common Stock	155,584	\$ 6.68	D	Â
Stock Options <u>(2)</u>	08/05/2003	08/05/2013	Common Stock	38,896	\$ 6.68	D	Â
Stock Options	09/28/2005	01/01/2010	Common Stock	12,865	\$ 13.37	D	Â
Stock Options	09/28/2005	08/05/2013	Common Stock	748	\$ 13.37	D	Â
Stock Options <u>(3)</u>	09/30/2006	10/01/2015	Common Stock	23,936	\$ 13.37	D	Â
Stock Options <u>(4)</u>	10/01/2005	10/01/2015	Common Stock	5,984	\$ 13.37	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rodriguez Albert J MARATHON POWER TECHNOLOGIES 8233 IMPERIAL DRIVE WACO, TX 76712	Â	Â	Â Exec. VP and Pres. (Marathon)	Â

Signatures

Deanna M. Campbell, Attorney-in-Fact for Albert J. Rodriguez

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).
- (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 sale of shares of common stock by certain investors of issuer.
- (2) Vests over time in 20% increments starting on grant date and annually on the next four anniversary dates.
- (3) Vesting is based on achievement of annual and cumulative performance metrics at 16.66% for each year from 2006 to 2008, then at 50% in 2008; subject to accelerated vesting upon sale of shares of common stock by certain investors of issuer.
- (4) Vests over time in 33.33% increments starting on grant date and annually on the next two anniversary dates.

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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