

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1301 EAST NINTH STREET, SUITE 3710
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/01/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Chief Executive Officer

CLEVELAND, OH 44114

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

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

(City) (State) (Zip)

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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(9-02)

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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Security		Disposed of (D) (Instr. 3, 4, and 5)	Code		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
			V	(A) (D)				
Stock Option	\$ 0.79	02/01/2008	M	4,352	07/22/2003	01/01/2010	Common Stock	4,352

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

02/04/2008

**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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.