

Iversen Bernt G II  
Form 4  
March 03, 2008

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
Iversen Bernt G II

(Last) (First) (Middle)

CHAMPION AEROSPACE  
LLC, 1230 OLD NORRIS ROAD

(Street)

LIBERTY, SC 29657

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/03/2008

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)  
Pres., Champion Aerospace LLC

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	03/03/2008		M	5,700 A \$ 6.68	5,700	D	
Common Stock	03/03/2008		S	100 D \$ 38.6	5,600	D	
Common Stock	03/03/2008		S	100 D \$ 38.692	5,500	D	
Common Stock	03/03/2008		S	1,100 D \$ 38.75	4,400	D	
Common Stock	03/03/2008		S	500 D \$ 38.76	3,900	D	

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Common Stock	03/03/2008	S	100	D	\$ 38.78	3,800	D
Common Stock	03/03/2008	S	100	D	\$ 38.81	3,700	D
Common Stock	03/03/2008	S	300	D	\$ 38.8	3,400	D
Common Stock	03/03/2008	S	200	D	\$ 38.82	3,200	D
Common Stock	03/03/2008	S	500	D	\$ 38.84	2,700	D
Common Stock	03/03/2008	S	900	D	\$ 38.85	1,800	D
Common Stock	03/03/2008	S	400	D	\$ 38.86	1,400	D
Common Stock	03/03/2008	S	500	D	\$ 38.87	900	D
Common Stock	03/03/2008	S	500	D	\$ 38.88	400	D
Common Stock	03/03/2008	S	200	D	\$ 38.9	200	D
Common Stock	03/03/2008	S	100	D	\$ 38.91	100	D
Common Stock	03/03/2008	S	100	D	\$ 38.92	0	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474  
(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 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)	8. D S (I)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of

Stock Option	\$ 6.68	03/03/2008	M	5,700	09/30/2004	08/05/2013	Common Stock	Shares 5,700
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Iversen Bernt G II CHAMPION AEROSPACE LLC 1230 OLD NORRIS ROAD LIBERTY, SC 29657			Pres., Champion Aerospace LLC	

## Signatures

Halle Fine Terrion as attorney in fact for Bernt G. Iversen II	03/03/2008
**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.