Jones Roger Form 4 November 18, 2009

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL OMB

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if no longer subject to Section 16. Form 4 or

Check this box

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

2. Issuer Name and Ticker or Trading

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

Form 5

obligations

(Print or Type Responses)

1. Name and Address of Reporting Person *

5. Relationship of Reporting Person(s) to Issuer

Jones Roger

Symbol TransDigm Group INC [TDG]

(Check all applicable)

(Last)

Security

(Instr. 3)

(First) (Middle) 3. Date of Earliest Transaction

Director 10% Owner

Execution Date, if

(Month/Day/Year) 11/18/2009

X_ Officer (give title Other (specify below)

6. Individual or Joint/Group Filing(Check

AEROCONTROLEX GROUP, 313

(Street)

below) Pres., AeroControlex Group

GILLETT STREET

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

(Instr. 4)

Person

PAINESVILLE, OH 44077

(City) (State) (Zip) 1. Title of 2. Transaction Date 2A. Deemed

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or

Disposed of (D)

Code V Amount (D) Price

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of Securities Beneficially

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (T)

(Instr. 4)

(9-02)

(Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8)

Code

Following Reported (A) Transaction(s) (Instr. 3 and 4)

Owned

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 Conversion Security or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of TransactionDerivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

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(Instr. 3) Price of (Month/Day/Year) (Instr. 8) Acquired (A) Derivative Security

or Disposed of

(D) (Instr. 3, 4, and 5)

Code V (A) (D) Date Exercisable Expiration Date

Title

Amount or Number of Share

Stock Option

\$ 41.79

11/16/2009

A 30,000 09/30/2010(1) 11/16/2019

Common 30,000 Stock

Reporting Owners

Reporting Owner Name / Address

Relationships

10% Owner Director

Officer

Other

Jones Roger

AEROCONTROLEX GROUP

313 GILLETT STREET

PAINESVILLE, OH 44077

Pres.,

AeroControlex

Group

Signatures

Halle Fine Terrion as attorney in fact for Roger Jones

11/18/2009

**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).
- Vest based on the achievement of annual and cumulative per share operating performance targets between fiscal 2010 and fiscal 2014. 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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