

Howley W Nicholas
 Form 4
 May 05, 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)
 05/01/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 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)
				(A) or (D) Code V Amount (D) Price			
Common Stock	05/01/2008		S	258 D \$ 37.96	344	D	
Common Stock	05/01/2008		S	258 D \$ 37.97	86	D	
Common Stock	05/01/2008		S	86 D \$ 37.98	0	D	
Common Stock	05/01/2008		S	100 D \$ 37.67	6,950	I	The Howley Family Foundation
Common Stock	05/01/2008		S	200 D \$ 37.85	6,750	I	The Howley Family

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Common Stock	05/01/2008	S	110	D	\$ 37.86	6,640	I	Foundation The Howley Family Foundation
Common Stock	05/01/2008	M	4,352	A	\$ 0.79	4,352	I	Bratenahl Investments, Ltd.
Common Stock	05/01/2008	S	70	D	\$ 37.17	4,282	I	Bratenahl Investments, Ltd.
Common Stock	05/01/2008	S	84	D	\$ 37.22	4,198	I	Bratenahl Investments, Ltd.
Common Stock	05/01/2008	S	14	D	\$ 37.226	4,184	I	Bratenahl Investments, Ltd.
Common Stock	05/01/2008	S	42	D	\$ 37.23	4,142	I	Bratenahl Investments, Ltd.
Common Stock	05/01/2008	S	41	D	\$ 37.24	4,101	I	Bratenahl Investments, Ltd.
Common Stock	05/01/2008	S	43	D	\$ 37.25	4,058	I	Bratenahl Investments, Ltd.
Common Stock	05/01/2008	S	56	D	\$ 37.26	4,002	I	Bratenahl Investments, Ltd.
Common Stock	05/01/2008	S	14	D	\$ 37.27	3,988	I	Bratenahl Investments, Ltd.
Common Stock	05/01/2008	S	14	D	\$ 37.271	3,974	I	Bratenahl Investments, Ltd.
Common Stock	05/01/2008	S	14	D	\$ 37.28	3,960	I	Bratenahl Investments, Ltd.
Common Stock	05/01/2008	S	28	D	\$ 37.284	3,932	I	Bratenahl Investments, Ltd.
Common Stock	05/01/2008	S	14	D	\$ 37.286	3,918	I	Bratenahl Investments, Ltd.

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Common Stock	05/01/2008		S	28	D	\$ 37.29	3,890	I	Bratenahl Investments, Ltd.
Common Stock	05/01/2008		S	14	D	\$ 37.294	3,876	I	Bratenahl Investments, Ltd.
Common Stock	05/01/2008		S	56	D	\$ 37.3	3,820	I	Bratenahl Investments, Ltd.
Common Stock	05/01/2008		S	38	D	\$ 37.31	3,782	I	Bratenahl Investments, Ltd.
Common Stock	05/01/2008		S	42	D	\$ 37.32	3,740	I	Bratenahl Investments, Ltd.
Common Stock	05/01/2008		S	84	D	\$ 37.33	3,656	I	Bratenahl Investments, Ltd.
Common Stock	05/01/2008		S	28	D	\$ 37.34	3,628	I	Bratenahl Investments, Ltd.
Common Stock	05/01/2008		S	14	D	\$ 37.35	3,614	I	Bratenahl Investments, Ltd.
Common Stock	05/01/2008		S	4	D	\$ 37.36	3,610	I	Bratenahl Investments, Ltd.
Common Stock	05/01/2008		S	42	D	\$ 37.37	3,568	I	Bratenahl Investments, Ltd.
Common Stock	05/01/2008		S	28	D	\$ 37.38	3,540	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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. D S
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 0.79	05/01/2008			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	05/05/2008
**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.

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