

Howley W Nicholas  
 Form 4  
 May 07, 2009

**FORM 4**

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

OMB APPROVAL

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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 \*  
 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)  
 05/07/2009

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)
			Code	V	Amount or Price		
Common Stock	05/07/2009		M		23,079 A \$ 2.38	23,079	D
Common Stock	05/07/2009		M		61,111 A \$ 13.37	84,190	D
Common Stock	05/07/2009		S		72,690 D \$ 36.299	11,500	D
Common Stock	05/07/2009		S		11,500 D \$ 36.609	0	D
	05/07/2009		M		11,220 A \$ 13.37	11,220	I

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Common Stock									Bratenahl Investments, Ltd.
Common Stock	05/07/2009	S	9,687	D	\$ 36.299 (1)	1,533	I		Bratenahl Investments, Ltd.
Common Stock	05/07/2009	S	1,533	D	\$ 36.609 (2)	0	I		Bratenahl Investments, Ltd.
Common Stock	05/07/2009	S	4,310	D	\$ 36.299 (1)	686	I		The Howley Family Foundation
Common Stock	05/07/2009	S	686	D	\$ 36.609 (2)	0	I		The Howley Family Foundation

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 (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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Stock Option	\$ 2.38	05/07/2009		M	23,079	07/22/2003	01/01/2010	Common Stock	23,079
Stock Option	\$ 13.37	05/07/2009		M	61,111	09/28/2005	01/01/2010	Common Stock	61,111
Stock Option	\$ 13.37	05/07/2009		M	11,220	09/28/2005	01/01/2010	Common Stock	11,220

## 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 for W. Nicholas Howley	05/07/2009
<small>**Signature of Reporting Person</small>	<small>Date</small>

## 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).
  - Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$35.55 - \$36.54.
  - (1) The reporting person hereby undertakes, upon request of the Commission, the issuer or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price.
    - Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$36.55 - \$36.73.
    - (2) The reporting person hereby undertakes, upon request of the Commission, the issuer or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price.

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.