

Iversen Bernt G II
Form 4
September 07, 2007

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 *
Iversen Bernt G II

(Last) (First) (Middle)

CHAMPION AEROSPACE
INC., 1230 OLD NORRIS RD.

(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)
08/30/2007

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)
President, Champion Aerospace

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Common Stock | 08/30/2007 | 09/05/2007 | M | 5,700 | A \$ 0.45 | 5,700 | D |
| Common Stock | 08/30/2007 | 09/05/2007 | S | 100 | D \$ 38.825 | 5,600 | D |
| Common Stock | 08/30/2007 | 09/05/2007 | S | 200 | D \$ 38.85 | 5,400 | D |
| Common Stock | 08/30/2007 | 09/05/2007 ⁽¹⁾ | S | 200 | D \$ 38.87 | 5,200 | D |
| Common Stock | 08/30/2007 | 09/05/2007 | S | 400 | D \$ 38.92 | 4,800 | D |

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| | | | | | | | | |
|--------------|------------|------------|---|-----|---|-----------|-------|---|
| Common Stock | 08/30/2007 | 09/05/2007 | S | 400 | D | \$ 38.95 | 4,400 | D |
| Common Stock | 08/30/2007 | 09/05/2007 | S | 400 | D | \$ 38.97 | 4,000 | D |
| Common Stock | 08/30/2007 | 09/05/2007 | S | 200 | D | \$ 38.98 | 3,800 | D |
| Common Stock | 08/30/2007 | 09/05/2007 | S | 100 | D | \$ 38.984 | 3,700 | D |
| Common Stock | 08/30/2007 | 09/05/2007 | S | 600 | D | \$ 38.99 | 3,100 | D |
| Common Stock | 08/30/2007 | 09/05/2007 | S | 700 | D | \$ 39 | 2,400 | D |
| Common Stock | 08/30/2007 | 09/05/2007 | S | 500 | D | \$ 39.01 | 1,900 | D |
| Common Stock | 08/30/2007 | 09/05/2007 | S | 300 | D | \$ 39.02 | 1,600 | D |
| Common Stock | 08/30/2007 | 09/05/2007 | S | 200 | D | \$ 39.03 | 1,400 | D |
| Common Stock | 08/30/2007 | 09/05/2007 | S | 100 | D | \$ 39.04 | 1,300 | D |
| Common Stock | 08/30/2007 | 09/05/2007 | S | 100 | D | \$ 39.06 | 1,200 | D |
| Common Stock | 08/30/2007 | 09/05/2007 | S | 500 | D | \$ 39.07 | 700 | D |
| Common Stock | 08/30/2007 | 09/05/2007 | S | 200 | D | \$ 39.09 | 500 | D |
| Common Stock | 08/30/2007 | 09/05/2007 | S | 200 | D | \$ 39.12 | 300 | D |
| Common Stock | 08/30/2007 | 09/05/2007 | S | 300 | D | \$ 39.23 | 0 | D |

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 | 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 | 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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| Derivative Security | | (A) or Disposed of (D) (Instr. 3, 4, and 5) | | Code | V | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|---------------------|---------|---|------------|------|---|------------------|-----------------|--------------|----------------------------|
| | | (A) | (D) | | | | | | |
| Stock Option | \$ 0.45 | 08/30/2007 | 09/05/2007 | M | | 07/22/2003 | 01/01/2010 | Common Stock | 5,700 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Iversen Bernt G II CHAMPION AEROSPACE INC. 1230 OLD NORRIS RD. LIBERTY, SC 29657 | | | President, Champion Aerospace | |

Signatures

Halle Fine Terrion, as attorney in fact 09/07/2007
__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).
- (1) All transactions executed pursuant to 10b5-1 plan.

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