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Graff Michael Form 4										
November 19,	2008									
FORM	4		DIFIER			T A N T	CE C			PPROVAL
		SECURITIES AND EXCHANGE Co Washington, D.C. 20549					OMMISSION	OMB Number:	3235-0287	
Check this b if no longer subject to Section 16. Form 4 or Form 5	STATEME	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,							Expires: January 3 200 Estimated average burden hours per response 0	
obligations may continu <i>See</i> Instruct 1(b).	e. Section 17(a)		Utility Ho	ldin	ig Comp	any A	Act of	1935 or Section	1	
(Print or Type Res	sponses)									
1. Name and Add Graff Michael	Symbol	2. Issuer Name and Ticker or Trading Symbol TransDigm Group INC [TDG]				5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First) (Mid		of Earliest	•	-	0]		(Check	c all applicable	:)
466 LEXING		(Month/Day/Year) 11/17/2008				X_ Director 10% Owner Officer (give title Other (specify below)				
NY, NY 1001	(Street)		nendment, I onth/Day/Ye		Original			6. Individual or Joi Applicable Line) _X_ Form filed by O Form filed by M Person	ne Reporting Pe	rson
(City)	(State) (Zi	^{p)} Ta	ble I - Non-	Der	ivative Se	curiti	es Aca	uired, Disposed of,	or Beneficial	lv Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed	eemed 3. 4. Sect tion Date, if TransactionAcquir Code Dispos			urities		5. Amount of Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(11511-1)	
Common Stock (restricted), par value \$0.01 per share (1)	11/17/2008		D		131	D	\$ 0	132	D	
Common Stock, par value 0.01 per share (2)								2,311	D	
Common Stock, par								13,702	D	

value \$0.01 per share			
Common Stock, par value \$0.01 per share (3)	11,383,201	I	See footnote (3)
Common Stock (restricted), par value \$0.01 per share <u>(4)</u>	655	D	

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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. Transactio Code (Instr. 8)	5. Number of orDerivative 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 o Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Stock Options (right to buy) (5)	\$ 27.08	11/17/2008		А	15,900	09/30/2009 <u>(5)</u>	11/17/2018	Common Stock	15,900
Stock Options (right to buy)	\$ 6.68					07/22/2003	07/22/2013	Common Stock, par value \$0.01 per share	26,419
Stock Options (right to buy) <u>(6)</u>	\$ 6.68					07/22/2003	07/22/2013	Common Stock, par value \$0.01 per share	81,67

Reporting Owners

Reporting Owner Name / Address

Relationships

10% Owner Officer Other

Graff Michael 466 LEXINGTON AVENUE X NY, NY 10017

Signatures

/s/ MICHAEL GRAFF

11/19/2008

Director

<u>**</u>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) Forfeited in connection with grant of options reported below.
- (2) Receipt of stock in lieu of payment of semi-annual director fee, based on fair market value in accordance with the 2006 Stock Incentive Plan.
- (3) See Exhibit 99.1.

Receipt of stock in respect of annual grant of restricted stock to directors with the number of shares determined based on the fair market

- (4) value of the stock on the date of grant. Subject to forfeiture; forfeiture provisions lapse as to one-third of the stock on each of the first, second and third anniversaries of the date of grant.
- (5) Vest based on the achievement of annual and cumulative per share operating performance targets between fiscal 2009 and fiscal 2013.
- (6) Vesting is based on achievement of annual and cumulative performance metrics at 10% for each year from 2004 to 2008, then at 50% in 2008; subject to accelerated vesting in certain circumstances.

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.