BARR DAVID

Form 4

February 20, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

January 31, 2005

0.5

Estimated average burden hours per

response...

OMB APPROVAL

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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

2. Issuer Name and Ticker or Trading

1(b).

per share

(Print or Type Responses)

1. Name and Address of Reporting Person *

BARR DAVID				Symbol TransD	Symbol TransDigm Group INC [TDG]				(Check all applicable)			
(Last) (First) (Middle) 466 LEXINGTON AVENUE				(Month/D	3. Date of Earliest Transaction (Month/Day/Year) 02/19/2009				_X Director 10% Owner Officer (give title elow) Other (specify below)			
(Street) NY, NY 10017					4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
	(City)	(State)	(Zip	Tabl	e I - Non-D	erivative Secu	rities	Acquire	ed, Disposed of, o	or Beneficially	y Owned	
	1.Title of Security (Instr. 3)	2. Transaction (Month/Day/Y	ear) E	2A. Deemed Execution Date, if any Month/Day/Year)	Code	4. Securities or Disposed (Instr. 3, 4 an	of (D)	red (A)	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)	
	Common Stock, par value \$0.01 per share (1)	02/19/2009			S	2,700,000	D	\$ 34.2	8,683,201	I	See footnote (1)	
	Common Stock, par value \$0.01 per share (2)								2,311	D		
	Common Stock, par value \$0.01								28,712	D		

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Common Stock

(restricted),

par value \$0.01 per 787 D

share (3)

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Code V (A) (D)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration Date
Security	or Exercise		any	Code	of	(Month/Day/Year)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e
	Derivative				Securities	
	Security				Acquired	
					(A) or	
					Disposed	
					of (D)	
					(Instr. 3,	
					4, and 5)	

Underlying Securities (Instr. 3 and 4)

7. Title and Amount of 8.

(Ir

Expiration Date Exercisable Date

Title

Number of Shares

Amount

Stock

Options (right to

buy) (4)

\$ 27.08

09/30/2009(4) 11/17/2018

Common Stock

15,900

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

BARR DAVID

466 LEXINGTON AVENUE X

NY, NY 10017

Arenare

Signatures

DAVID BARR By: Scott A. Arenare Attorney-In-Fact /s/ Scott A.

02/20/2009

**Signature of Reporting Person

Date

Reporting Owners 2 Edgar Filing: BARR DAVID - Form 4

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) See Exhibit 99.1.
- (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.
- Receipt of stock in respect of annual grant of restricted stock to directors with the number of shares determined based on the fair market 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.
- (4) Vest based on the achievement of annual and cumulative per share operating performance targets between fiscal 2009 and fiscal 2013. 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.