

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

2. Issuer Name and Ticker or Trading Symbol
TransDigm Group INC [TDG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1301 EAST NINTH STREET, SUITE 3710
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/01/2008

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

CLEVELAND, OH 44114

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 | 05/01/2008 | | 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 |
| Common Stock | 05/01/2008 | | S | | 200 D \$ 37.85 | 6,750 | I |
| | | | | | | | The Howley Family Foundation |
| | | | | | | | 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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(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 | 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 |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|--------|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|--------|

