

TransDigm Group INC
 Form 4
 June 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 *
 Graff Michael

(Last) (First) (Middle)
 466 LEXINGTON AVENUE
 (Street)

NEW YORK, NY 10017

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 06/03/2008

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)

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)
			Code	V	Amount	(D)	Price
Common Stock, par value \$0.01 per share	06/03/2008		M		24,000	A	\$ 6.68 37,702
Common Stock, par value \$0.01 per share	06/03/2008		S		500	D	\$ 43 37,202
Common Stock, par value \$0.01 per share	06/03/2008		S		100	D	\$ 43.01 37,102

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Common Stock, par value \$0.01 per share	06/03/2008	S	100	D	\$ 43.02	37,002	D
Common Stock, par value \$0.01 per share	06/03/2008	S	200	D	\$ 43.03	36,802	D
Common Stock, par value \$0.01 per share	06/03/2008	S	200	D	\$ 43.04	36,602	D
Common Stock, par value \$0.01 per share	06/03/2008	S	1,000	D	\$ 43.05	35,602	D
Common Stock, par value \$0.01 per share	06/03/2008	S	200	D	\$ 43.06	35,402	D
Common Stock, par value \$0.01 per share	06/03/2008	S	900	D	\$ 43.07	34,502	D
Common Stock, par value \$0.01 per share	06/03/2008	S	1,400	D	\$ 43.08	33,102	D
Common Stock, par value \$0.01 per share	06/03/2008	S	1,900	D	\$ 43.09	31,202	D
Common Stock, par value \$0.01 per share	06/03/2008	S	2,000	D	\$ 43.1	29,202	D
Common Stock, par value \$0.01 per share	06/03/2008	S	1,500	D	\$ 43.11	27,702	D
Common Stock, par value \$0.01 per share	06/03/2008	S	600	D	\$ 43.12	27,102	D
	06/03/2008	S	500	D	\$ 43.13	26,602	D

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Common Stock, par value \$0.01 per share							
Common Stock, par value \$0.01 per share	06/03/2008	S	300	D	\$ 43.14	26,302	D
Common Stock, par value \$0.01 per share	06/03/2008	S	100	D	\$ 43.15	26,202	D
Common Stock, par value \$0.01 per share	06/03/2008	S	1,300	D	\$ 43.17	24,902	D
Common Stock, par value \$0.01 per share	06/03/2008	S	900	D	\$ 43.18	24,002	D
Common Stock, par value \$0.01 per share	06/03/2008	S	400	D	\$ 43.19	23,602	D
Common Stock, par value \$0.01 per share	06/03/2008	S	495	D	\$ 43.2	23,107	D
Common Stock, par value \$0.01 per share	06/03/2008	S	1,300	D	\$ 43.21	21,807	D
Common Stock, par value \$0.01 per share	06/03/2008	S	805	D	\$ 43.22	21,002	D
Common Stock, par value \$0.01 per share	06/03/2008	S	1,300	D	\$ 43.23	19,702	D
Common Stock, par value \$0.01 per share	06/03/2008	S	500	D	\$ 43.24	19,202	D
	06/03/2008	S	100	D		19,102	D

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Common Stock, par value \$0.01 per share					\$	43.245			
Common Stock, par value \$0.01 per share	06/03/2008		S	400	D	\$ 43.25	18,702	D	
Common Stock, par value \$0.01 per share ⁽¹⁾							11,383,201	I	See footnote <u>(1)</u>
Common Stock, par value \$0.01 per share ⁽²⁾							1,870	D	
Common Stock (restricted), par value \$0.01 per share ⁽³⁾							918	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 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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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) ⁽⁴⁾	\$ 6.68	06/03/2008	M	24,000	07/22/2003	07/22/2013	Common Stock, par value \$0.01 per share	24,000
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Graff Michael 466 LEXINGTON AVENUE NEW YORK, NY 10017	X			

Signatures

/s/ Michael
Graff 06/05/2008

**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) 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.
- (3) 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) 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.

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