

Graff Michael  
 Form 4  
 September 23, 2009

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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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

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)  
 450 LEXINGTON AVENUE  
 (Street)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 09/08/2009

Director  10% Owner  
 Officer (give title below)  Other (specify below)

NY, NY 10017  
 (City) (State) (Zip)

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

**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 (A) or (D) Price			
Common Stock, par value \$0.01 per share <sup>(1)</sup>	09/08/2009		S	5,426 D \$ 44.4601 <sup>(1)</sup>	10,852	I	See footnote <sup>(1)</sup>
Common Stock, par value \$0.01 per share <sup>(1)</sup>	09/09/2009		S	5,426 D \$ 44.939 <sup>(1)</sup>	5,426	I	See footnote <sup>(1)</sup>
Common Stock, par value \$0.01 per share <sup>(1)</sup>	09/10/2009		S	5,426 D \$ 45.2427 <sup>(1)</sup>	0	I	See footnote <sup>(1)</sup>

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Common Stock, par value \$0.01 per share <sup>(2)</sup>	09/22/2009	A <sup>(2)</sup>	324	A	\$ 46.22 <sup>(2)</sup>	324	D
Common Stock, par value \$0.01 per share <sup>(3)</sup>						2,778	D
Common Stock, par value \$0.01 per share						15,422	D
Common Stock (restricted), par value \$0.01 per share <sup>(4)</sup>						787	D

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)

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)	8. Amount or Number of Shares
Stock Options (right to buy) <sup>(5)</sup>	\$ 27.08					09/30/2009 <sup>(5)</sup> 11/17/2018	Common Stock	15,900
Stock Options (right to	\$ 6.68					07/22/2003 07/22/2013	Common Stock, par value	26,419

