

TransDigm Group INC  
Form 4  
December 04, 2007

**FORM 4**

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

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
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burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Howley W Nicholas

(Last) (First) (Middle)

1301 EAST NINTH  
STREET, SUITE 3710

(Street)

CLEVELAND, OH 44114

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

TransDigm Group INC [TDG]

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

12/03/2007

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

Chief Executive Officer

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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)
Common Stock	12/03/2007		S	161 D \$ 46.4	9,200	I	The Howley Family Foundation
Common Stock	12/03/2007		S	100 D \$ 46.42	9,100	I	The Howley Family Foundation
Common Stock	12/03/2007		M <sup>(1)</sup>	26,785 A \$ 2.38	26,785	D	
Common Stock	12/03/2007		S <sup>(1)</sup>	516 D \$ 45.64	26,269	D	
	12/03/2007		S <sup>(1)</sup>	516 D	25,753	D	

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Common Stock					\$ 45.98		
Common Stock	12/03/2007	<u>S(1)</u>	946	D	\$ 46.25	24,807	D
Common Stock	12/03/2007	<u>S(1)</u>	892	D	\$ 46.27	23,915	D
Common Stock	12/03/2007	<u>S(1)</u>	344	D	\$ 46.44	23,571	D
Common Stock	12/03/2007	<u>S(1)</u>	946	D	\$ 46.46	22,625	D
Common Stock	12/03/2007	<u>S(1)</u>	860	D	\$ 46.5	21,765	D
Common Stock	12/03/2007	<u>S(1)</u>	344	D	\$ 46.52	21,421	D
Common Stock	12/03/2007	<u>S(1)</u>	774	D	\$ 46.53	20,647	D
Common Stock	12/03/2007	<u>S(1)</u>	258	D	\$ 46.57	20,389	D
Common Stock	12/03/2007	<u>S(1)</u>	172	D	\$ 46.58	20,217	D
Common Stock	12/03/2007	<u>S(1)</u>	172	D	\$ 46.59	20,045	D
Common Stock	12/03/2007	<u>S(1)</u>	172	D	\$ 46.74	19,873	D
Common Stock	12/03/2007	<u>S(1)</u>	259	D	\$ 46.77	19,614	D
Common Stock	12/03/2007	<u>S(1)</u>	3	D	\$ 46.78	19,611	D
Common Stock	12/03/2007	<u>S(1)</u>	1,032	D	\$ 46.79	18,579	D
Common Stock	12/03/2007	<u>S(1)</u>	91	D	\$ 46.8	18,488	D
Common Stock	12/03/2007	<u>S(1)</u>	344	D	\$ 46.81	18,144	D
Common Stock	12/03/2007	<u>S(1)</u>	430	D	\$ 46.84	17,714	D
Common Stock	12/03/2007	<u>S(1)</u>	765	D	\$ 46.86	16,949	D
Common Stock	12/03/2007	<u>S(1)</u>	3	D	\$ 46.91	16,946	D
	12/03/2007	<u>S(1)</u>	86	D		16,860	D

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Common Stock					\$ 46.95		
Common Stock	12/03/2007	S <sup>(1)</sup>	86	D	\$ 46.96	16,774	D
Common Stock	12/03/2007	S <sup>(1)</sup>	174	D	\$ 47	16,600	D
Common Stock	12/03/2007	S <sup>(1)</sup>	430	D	\$ 47.04	16,170	D
Common Stock	12/03/2007	S <sup>(1)</sup>	430	D	\$ 47.05	15,740	D
Common Stock	12/03/2007	S <sup>(1)</sup>	172	D	\$ 47.15	15,568	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 Option	\$ 2.38	12/03/2007		M <sup>(1)</sup>	26,785	07/22/2003 01/01/2010	Common Stock 26,785

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Howley W Nicholas 1301 EAST NINTH STREET SUITE 3710 CLEVELAND, OH 44114	Chief Executive Officer

## Signatures

Halle Fine Terrion, as attorney-in-fact for W. Nicholas  
Howley

12/04/2007

\_\_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) Designated transaction made pursuant to an established 10b5-1 plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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