

TransDigm Group INC
Form 4
February 14, 2008

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Leary John F

(Last) (First) (Middle)

ADAMS RITE AEROSPACE
INC., 4141 NORTH PALM STREET

(Street)

FULLERTON, CA 92835

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/13/2008

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) below)

Pres., Adams Rite Aerospace

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)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	02/13/2008		S		400	D	\$ 40.84	2,400	D
Common Stock	02/13/2008		S		100	D	\$ 40.85	2,300	D
Common Stock	02/13/2008		S		200	D	\$ 40.86	2,100	D
Common Stock	02/13/2008		S		200	D	\$ 40.87	1,900	D
Common Stock	02/13/2008		S		100	D	\$ 40.88	1,800	D

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Common Stock	02/13/2008	S	300	D	\$ 40.89	1,500	D
Common Stock	02/13/2008	S	100	D	\$ 40.9	1,400	D
Common Stock	02/13/2008	S	100	D	\$ 40.907	1,300	D
Common Stock	02/13/2008	S	100	D	\$ 40.91	1,200	D
Common Stock	02/13/2008	S	100	D	\$ 40.92	1,100	D
Common Stock	02/13/2008	S	300	D	\$ 40.93	800	D
Common Stock	02/13/2008	S	100	D	\$ 40.94	700	D
Common Stock	02/13/2008	S	200	D	\$ 40.95	500	D
Common Stock	02/13/2008	S	200	D	\$ 40.96	300	D
Common Stock	02/13/2008	S	200	D	\$ 40.97	100	D
Common Stock	02/13/2008	S	100	D	\$ 40.794	0	D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Signatures

02/14/2008

Date _____

Explanation of Responses:

- Remarks:**

All transactions reported hereunder 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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