

TransDigm Group INC
Form 4
December 04, 2007

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

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

(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
 Officer (give title below) ___ Other (specify below)
Chief Executive Officer

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 12/03/2007 | | S | | 344 D \$ 48.03 | | D |
| Common Stock | 12/03/2007 | | S | | 258 D \$ 48.2 | | D |
| Common Stock | 12/03/2007 | | S | | 430 D \$ 48.21 | | D |
| Common Stock | 12/03/2007 | | S | | 86 D \$ 48.22 | | D |
| Common Stock | 12/03/2007 | | S | | 172 D \$ 48.24 | | D |

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| | | | | | | | | |
|--------------|------------|---|-------|---|----------|-------|---|-----------------------------|
| Common Stock | 12/03/2007 | S | 688 | D | \$ 48.25 | 3,355 | D | |
| Common Stock | 12/03/2007 | S | 86 | D | \$ 48.26 | 3,269 | D | |
| Common Stock | 12/03/2007 | S | 86 | D | \$ 48.27 | 3,183 | D | |
| Common Stock | 12/03/2007 | S | 172 | D | \$ 48.29 | 3,011 | D | |
| Common Stock | 12/03/2007 | S | 258 | D | \$ 48.35 | 2,753 | D | |
| Common Stock | 12/03/2007 | S | 172 | D | \$ 48.38 | 2,581 | D | |
| Common Stock | 12/03/2007 | S | 86 | D | \$ 48.39 | 2,495 | D | |
| Common Stock | 12/03/2007 | S | 86 | D | \$ 48.4 | 2,409 | D | |
| Common Stock | 12/03/2007 | S | 86 | D | \$ 48.41 | 2,323 | D | |
| Common Stock | 12/03/2007 | S | 175 | D | \$ 48.43 | 2,148 | D | |
| Common Stock | 12/03/2007 | S | 62 | D | \$ 48.5 | 2,086 | D | |
| Common Stock | 12/03/2007 | S | 366 | D | \$ 48.51 | 1,720 | D | |
| Common Stock | 12/03/2007 | S | 967 | D | \$ 48.53 | 753 | D | |
| Common Stock | 12/03/2007 | S | 86 | D | \$ 48.54 | 667 | D | |
| Common Stock | 12/03/2007 | S | 86 | D | \$ 48.55 | 581 | D | |
| Common Stock | 12/03/2007 | S | 151 | D | \$ 48.56 | 430 | D | |
| Common Stock | 12/03/2007 | S | 86 | D | \$ 48.59 | 344 | D | |
| Common Stock | 12/03/2007 | S | 344 | D | \$ 48.71 | 0 | D | |
| Common Stock | 12/03/2007 | M | 4,352 | A | \$ 0.79 | 4,352 | I | Bratenahl Investments, Ltd. |
| Common Stock | 12/03/2007 | S | 83 | D | \$ 45.64 | 4,269 | I | Bratenahl Investments, |

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| 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Common Stock | | 12/03/2007 | | P | 84 | D \$ 45.98 4,185 | I Bratenahl Investments, Ltd. |
| Common Stock | | 12/03/2007 | | S | 154 | D \$ 46.25 4,031 | I Bratenahl Investments, Ltd. |
| Common Stock | | 12/03/2007 | | S | 145 | D \$ 46.27 3,886 | I Bratenahl Investments, Ltd. |
| Common Stock | | 12/03/2007 | | S | 56 | D \$ 46.44 3,830 | I Bratenahl Investments, Ltd. |
| Common Stock | | 12/03/2007 | | S | 154 | D \$ 46.46 3,676 | I Bratenahl Investments, Ltd. |

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Stock Option | \$ 0.79 | 12/03/2007 | | M | 4,352 | 07/22/2003 01/01/2010 | Common Stock 4,352 |

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).

Remarks:

All sales 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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