

TransDigm Group INC
 Form 4
 May 13, 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 *
 Riley James M

(Last) (First) (Middle)

AEROCONTROLEX GROUP,
 INC., 313 GILLETT STREET

(Street)

PAINESVILLE, OH 44077

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 05/12/2008

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)
 President, AeroControlex Group

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	05/12/2008		M		3,098	A	\$ 8.52 3,098
Common Stock	05/12/2008		M		3,366	A	\$ 8.52 6,464
Common Stock	05/12/2008		M		299	A	\$ 13.37 6,763
Common Stock	05/12/2008		M		3,515	A	\$ 13.37 10,278
Common Stock	05/12/2008		M		1,022	A	\$ 13.37 11,300

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Common Stock	05/12/2008	S	100	D	\$ 41.76	11,200	D
Common Stock	05/12/2008	S	200	D	\$ 41.78	11,000	D
Common Stock	05/12/2008	S	200	D	\$ 41.81	10,800	D
Common Stock	05/12/2008	S	100	D	\$ 41.82	10,700	D
Common Stock	05/12/2008	S	300	D	\$ 41.86	10,400	D
Common Stock	05/12/2008	S	200	D	\$ 41.91	10,200	D
Common Stock	05/12/2008	S	100	D	\$ 41.93	10,100	D
Common Stock	05/12/2008	S	200	D	\$ 41.94	9,900	D
Common Stock	05/12/2008	S	100	D	\$ 41.95	9,800	D
Common Stock	05/12/2008	S	400	D	\$ 41.96	9,400	D
Common Stock	05/12/2008	S	100	D	\$ 41.967	9,300	D
Common Stock	05/12/2008	S	100	D	\$ 41.97	9,200	D
Common Stock	05/12/2008	S	500	D	\$ 42.02	8,700	D
Common Stock	05/12/2008	S	100	D	\$ 42.05	8,600	D
Common Stock	05/12/2008	S	38	D	\$ 42.09	8,562	D
Common Stock	05/12/2008	S	300	D	\$ 42.1	8,262	D
Common Stock	05/12/2008	S	162	D	\$ 42.11	8,100	D
Common Stock	05/12/2008	S	100	D	\$ 42.16	8,000	D
Common Stock	05/12/2008	S	100	D	\$ 42.164	7,900	D
Common Stock	05/12/2008	S	800	D	\$ 42.18	7,100	D
	05/12/2008	S	100	D	\$ 42.2	7,000	D

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Common Stock								
Common Stock	05/12/2008		S	100	D	\$ 42.22	6,900	D
Common Stock	05/12/2008		S	200	D	\$ 42.23	6,700	D
Common Stock	05/12/2008		S	300	D	\$ 42.24	6,400	D
Common Stock	05/12/2008		S	100	D	\$ 42.25	6,300	D

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

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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 (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
				Code	V	(A)	(D)		
Stock Option	\$ 8.52	05/12/2008		M		3,098		09/30/2005 12/30/2014	Common Stock 3,098
Stock Option	\$ 8.52	05/12/2008		M		3,366		12/30/2004 12/30/2014	Common Stock 3,366
Stock Option	\$ 13.37	05/12/2008		M		299		09/28/2005 08/05/2013	Common Stock 299
Stock Option	\$ 13.37	05/12/2008		M		3,515		09/28/2005 01/01/2010	Common Stock 3,515
Stock Option	\$ 13.37	05/12/2008		M		1,022		09/30/2006 10/01/2015	Common Stock 1,022

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Riley James M AEROCONTROLEX GROUP, INC. 313 GILLETT STREET PAINESVILLE, OH 44077			President, AeroControlex Group	

Signatures

Halle Fine Terrion as attorney in fact for James Riley	05/13/2008
<small>**Signature of Reporting Person</small>	<small>Date</small>

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