McClelland Ralph Form 4/A December 13, 2007

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue.

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

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person \* McClelland Ralph

2. Issuer Name and Ticker or Trading Symbol

TransDigm Group INC [TDG]

5. Relationship of Reporting Person(s) to

Issuer

below)

(Last)

(City)

(Instr. 3)

(Middle)

(Zip)

3. Date of Earliest Transaction

Director 10% Owner X\_ Officer (give title Other (specify

(Check all applicable)

Pres., MarathonNorco Aerospace

**MARATHONNORCO** 

AEROSPACE, INC., PO BOX 8233,

(First)

8301 IMPERIAL DRIVE

(Street)

4. If Amendment, Date Original

Filed(Month/Day/Year)

(Month/Day/Year)

11/14/2007

11/15/2007

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

WACO, TX 76714-8233

1. Title of 2. Transaction Date 2A. Deemed Security

(State)

3. (Month/Day/Year) Execution Date, if

(Month/Day/Year)

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4) (Instr. 4)

Reported Transaction(s)

or (Instr. 3 and 4) Code V Amount (D) Price

(A)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Conversion 3. Transaction Date 3A. Deemed

5. Number

6. Date Exercisable and (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date

7. Title and Amount of 8 Underlying Securities

(9-02)

#### Edgar Filing: McClelland Ralph - Form 4/A

Security (Instr. 3)	or Exercise Price of Derivative Security	(D)		nired or osed of r. 3, 4,		(Instr. 3 and 4)				
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 6.68	11/14/2007		M(1)		3,500	09/30/2004	08/05/2013	Common Stock	3,500

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

McClelland Ralph MARATHONNORCO AEROSPACE, INC. PO BOX 8233, 8301 IMPERIAL DRIVE WACO, TX 76714-8233

Pres., MarathonNorco Aerospace

## **Signatures**

Halle Fine Terrion, as attorney-in-fact for Ralph McClelland 12/13/2007

\*\*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).
  - On Mr. McClelland's original Form 4 filed November 15, 2007, the derivative security disclosure was inadvertently reported as listing
- (1) Mr. McClelland's holdings following the transaction reported herein, rather than reporting the transaction itself. This amendment is being filed to correct and clarify that disclosure.

#### Remarks:

The transaction reported hereunder was 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.

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