

TransDigm Group INC
 Form 4
 May 14, 2008

FORM 4

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

OMB APPROVAL

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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 *
 Henderson Robert S

(Last) (First) (Middle)
 ADELWIGGINS GROUP, 5000 TRIGGS STREET
 (Street)

LOS ANGELES, CA 90022

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
 05/14/2008

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)
 Exec.V.P.

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)
				(A) or (D)	Price		
Common Stock	05/14/2008		M	A	\$ 2.34 3,000	D	
Common Stock	05/14/2008		S	D	\$ 41.81 2,800	D	
Common Stock	05/14/2008		S	D	\$ 42.05 2,600	D	
Common Stock	05/14/2008		S	D	\$ 42.09 2,400	D	
Common Stock	05/14/2008		S	D	\$ 42.12 2,300	D	

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Common Stock	05/14/2008		S	100	D	\$ 42.15	2,200	D
Common Stock	05/14/2008		S	200	D	\$ 42.19	2,000	D
Common Stock	05/14/2008		S	275	D	\$ 42.25	1,725	D
Common Stock	05/14/2008		S	125	D	\$ 42.44	1,600	D
Common Stock	05/14/2008		S	200	D	\$ 42.442	1,400	D
Common Stock	05/14/2008		S	100	D	\$ 42.45	1,300	D
Common Stock	05/14/2008		S	200	D	\$ 42.452	1,100	D
Common Stock	05/14/2008		S	300	D	\$ 42.46	800	D
Common Stock	05/14/2008		S	100	D	\$ 42.492	700	D
Common Stock	05/14/2008		S	300	D	\$ 42.5	400	D
Common Stock	05/14/2008		S	200	D	\$ 42.55	200	D
Common Stock	05/14/2008		S	100	D	\$ 42.86	100	D
Common Stock	05/14/2008		S	100	D	\$ 42.885	0	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)	8. D S (I
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			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 2.34	05/14/2008	M				07/22/2003	01/01/2010	Common Stock	3,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Henderson Robert S ADELWIGGINS GROUP 5000 TRIGGS STREET LOS ANGELES, CA 90022			Exec.V.P.	

Signatures

Halle Fine Terrion as attorney in fact for Robert Henderson
 05/14/2008
 **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 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.