

TransDigm Group INC
Form 3
March 14, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Â Howley W Nicholas

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

03/14/2006

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

4. Relationship of Reporting
Person(s) to Issuer

5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

☒ Director ☐ 10% Owner

☒ Officer ☐ Other
(give title below) (specify below)

CEO and Chairman of Bd.

6. Individual or Joint/Group
Filing(Check Applicable Line)
☒ Form filed by One Reporting
Person
☐ Form filed by More than One
Reporting Person

TRANSDIGM GROUP
INCORPORATED,Â 1301
EAST 9TH STREET, SUITE
3710

(Street)

CLEVELAND,Â OHÂ 44114

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock

513,733

D

Â

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

SEC 1473 (7-02)

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

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

1. Title of Derivative
Security
(Instr. 4)

2. Date Exercisable and
Expiration Date
(Month/Day/Year)

3. Title and Amount of
Securities Underlying
Derivative Security

4. Conversion
or Exercise

5. Ownership
Form of

6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	
Stock Options	07/22/2003	01/01/2010	Common Stock	902,928	\$ 2.38	D	Â
Stock Options <u>(1)</u>	09/30/2004	08/05/2013	Common Stock	1,077,120	\$ 6.68	D	Â
Stock Options	08/05/2003	08/05/2013	Common Stock	269,280	\$ 6.68	D	Â
Stock Options	09/28/2005	01/01/2010	Common Stock	61,111	\$ 13.37	D	Â
Stock Options	09/28/2005	08/05/2013	Common Stock	5,236	\$ 13.37	D	Â
Stock Options	07/22/2003	01/01/2010	Common Stock	260,203	\$ 0.79	I	Bratenahl Investments, Ltd.
Stock Options <u>(1)</u>	09/30/2004	08/05/2013	Common Stock	119,680	\$ 6.68	I	Bratenahl Investments, Ltd.
Stock Options	08/05/2003	08/05/2013	Common Stock	29,920	\$ 6.68	I	Bratenahl Investments, Ltd.
Stock Options	09/28/2005	01/01/2010	Common Stock	11,220	\$ 13.37	I	Bratenahl Investments, Ltd.
Stock Options	09/28/2005	08/05/2013	Common Stock	598	\$ 13.37	I	Bratenahl Investments, Ltd.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Howley W Nicholas TRANSDIGM GROUP INCORPORATED 1301 EAST 9TH STREET, SUITE 3710 CLEVELAND, OH 44114	Â X	Â	Â CEO and Chairman of Bd.	Â

Signatures

Deanna M. Campbell, Attorney-in-Fact for W Nicholas
Howley

03/14/2006

 Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

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- (1) Vesting is based on achievement of annual and cumulative performance metrics at 10% for each year from 2004 to 2008, then at 50% in 2008; subject to accelerated vesting upon sales of shares of common stock by certain investors of issuer.

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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