TransDigm Group INC Form 4 June 03, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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OMB APPROVAL

response...

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

obligations

Check this box

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * Graff Michael

(Middle)

466 LEXINGTON AVENUE

(Street)

(First)

2. Issuer Name and Ticker or Trading Symbol

TransDigm Group INC [TDG]

3. Date of Earliest Transaction (Month/Day/Year) 05/30/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_X__ Director 10% Owner Other (specify Officer (give title below)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting Person

NEW YORK, NY 10017

(City)	(State) (Zi	Table 1	I - Non-De	rivative S	ecurit	ies Acqui	red, Disposed of	or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	(A) or		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)	
Common Stock, par value \$0.01 per share	05/30/2008		S	100	(D)	Price \$ 43.21	28,662	D	
Common Stock, par value \$0.01 per share	05/30/2008		S	100	D	\$ 43.44	28,562	D	
Common Stock, par value \$0.01 per share	05/30/2008		S	100	D	\$ 43.42	28,462	D	

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Common Stock, par value \$0.01 per share	05/30/2008	S	100	D	\$ 43.43	28,362	D
Common Stock, par value \$0.01 per share	05/30/2008	S	400	D	\$ 43.49	27,962	D
Common Stock, par value \$0.01 per share	05/30/2008	S	300	D	\$ 43.25	27,662	D
Common Stock, par value \$0.01 per share	05/30/2008	S	900	D	\$ 43.28	26,762	D
Common Stock, par value \$0.01 per share	05/30/2008	S	300	D	\$ 43.32	26,462	D
Common Stock, par value \$0.01 per share	05/30/2008	S	300	D	\$ 43.26	26,162	D
Common Stock, par value \$0.01 per share	05/30/2008	S	300	D	\$ 43.29	25,862	D
Common Stock, par value \$0.01 per share	05/30/2008	S	400	D	\$ 43.3	25,462	D
Common Stock, par value \$0.01 per share	05/30/2008	S	500	D	\$ 43.34	24,962	D
Common Stock, par value \$0.01 per share	05/30/2008	S	3,400	D	\$ 43.35	21,562	D
Common Stock, par value \$0.01 per share	05/30/2008	S	1,600	D	\$ 43.37	19,962	D
	05/30/2008	S	400	D		19,562	D

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Common Stock, par value \$0.01 per share					\$ 43.41			
Common Stock, par value \$0.01 per share	05/30/2008	S	1,300	D	\$ 43.36	18,262	D	
Common Stock, par value \$0.01 per share	05/30/2008	S	900	D	\$ 43.38	17,362	D	
Common Stock, par value \$0.01 per share	05/30/2008	S	700	D	\$ 43.4	16,662	D	
Common Stock, par value \$0.01 per share	05/30/2008	S	2,960	D	\$ 43.39	13,702	D	
Common Stock, par value \$0.01 per share (1)						11,383,201	I	See footnote
Common Stock, par value \$0.01 per share (2)						1,870	D	
Common Stock (restricted), par value \$0.01 per share (3)						918	D	

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and Amount of	8. P
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transact	ionNumber	Expiration Date	Underlying Securities	Der
Security	or Exercise		any	Code	of	(Month/Day/Year)	(Instr. 3 and 4)	Sec

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	3				(Ir
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Options (right to buy)	\$ 6.68				07/22/2003	07/22/2013	Common Stock, par value \$0.01 per share	26,419	
Stock Options (right to buy) (4)	\$ 6.68				07/22/2003	07/22/2013	Common Stock, par value \$0.01 per share	105,677	

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Graff Michael 466 LEXINGTON AVENUE NEW YORK, NY 10017	X						

Signatures

Reporting Person

/s/ Michael

Graff 06/03/2008

**Signature of 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).
- (1) See Exhibit 99.1
- (2) Receipt of stock in lieu of payment of semi-annual director fee, based on fair market value in accordance with the 2006 Stock Incentive Plan.
- Receipt of stock in respect of annual grant of restricted stock to directors with the number of shares determined based on the fair market value of the stock on the date of grant. Subject to forfeiture; forfeiture provisions lapse as to one-third of the stock on each of the first, second and third anniversaries of the date of grant.
- (4) 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 in certain circumstances.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 4

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