Howley W Nicholas Form 4 February 04, 2008

FORM 4

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

Check this box

if no longer subject to Section 16. Form 4 or

Form 5 obligations may continue.

See Instruction

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(b).

(Last)

1. Name and Address of Reporting Person * Howley W Nicholas

> (First) (Middle)

1301 EAST NINTH STREET, SUITE 3710

(Street)

2. Issuer Name and Ticker or Trading Symbol

TransDigm Group INC [TDG]

3. Date of Earliest Transaction (Month/Day/Year) 02/01/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Chief Executive Officer

OMB APPROVAL

3235-0287

January 31,

2005

0.5

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Applicable Line)

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

6. Individual or Joint/Group Filing(Check

Person

CLEVELAND, OH 44114

(City)	(State)	(Zip) 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. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Price				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	02/01/2008		S	28	D	\$ 41.56	3,407	I	Bratenahl Investments, Ltd.		
Common Stock	02/01/2008		S	14	D	\$ 41.57	3,393	I	Bratenahl Investments, Ltd.		
Common Stock	02/01/2008		S	41	D	\$ 41.58	3,352	I	Bratenahl Investments, Ltd.		
Common Stock	02/01/2008		S	28	D	\$ 41.59	3,324	I	Bratenahl Investments,		

								Ltd.
Common Stock	02/01/2008	S	14	D	\$ 41.61	3,310	I	Bratenahl Investments, Ltd.
Common Stock	02/01/2008	S	84	D	\$ 41.64	3,226	I	Bratenahl Investments, Ltd.
Common Stock	02/01/2008	S	154	D	\$ 41.65	3,072	I	Bratenahl Investments, Ltd.
Common Stock	02/01/2008	S	28	D	\$ 41.66	3,044	I	Bratenahl Investments, Ltd.
Common Stock	02/01/2008	S	14	D	\$ 41.665	3,030	I	Bratenahl Investments, Ltd.
Common Stock	02/01/2008	S	42	D	\$ 41.67	2,988	I	Bratenahl Investments, Ltd.
Common Stock	02/01/2008	S	42	D	\$ 41.69	2,946	I	Bratenahl Investments, Ltd.
Common Stock	02/01/2008	S	14	D	\$ 41.7	2,932	I	Bratenahl Investments, Ltd.
Common Stock	02/01/2008	S	70	D	\$ 41.71	2,862	I	Bratenahl Investments, Ltd.
Common Stock	02/01/2008	S	56	D	\$ 41.72	2,806	I	Bratenahl Investments, Ltd.
Common Stock	02/01/2008	S	14	D	\$ 41.73	2,792	I	Bratenahl Investments, Ltd.
Common Stock	02/01/2008	S	14	D	\$ 41.745	2,778	I	Bratenahl Investments, Ltd.
Common Stock	02/01/2008	S	14	D	\$ 41.75	2,764	I	Bratenahl Investments, Ltd.
Common Stock	02/01/2008	S	42	D	\$ 41.76	2,722	I	Bratenahl Investments, Ltd.

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Common Stock	02/01/2008	S	98	D	\$ 41.77	2,624	I	Bratenahl Investments, Ltd.
Common Stock	02/01/2008	S	56	D	\$ 41.78	2,568	I	Bratenahl Investments, Ltd.
Common Stock	02/01/2008	S	14	D	\$ 41.79	2,554	I	Bratenahl Investments, Ltd.
Common Stock	02/01/2008	S	14	D	\$ 41.795	2,540	I	Bratenahl Investments, Ltd.
Common Stock	02/01/2008	S	42	D	\$ 41.8	2,498	I	Bratenahl Investments, Ltd.
Common Stock	02/01/2008	S	14	D	\$ 41.81	2,484	I	Bratenahl Investments, Ltd.
Common Stock	02/01/2008	S	42	D	\$ 41.82	2,442	I	Bratenahl Investments, Ltd.
Common Stock	02/01/2008	S	14	D	\$ 41.83	2,428	I	Bratenahl Investments, Ltd.
Common Stock	02/01/2008	S	14	D	\$ 41.84	2,414	I	Bratenahl Investments, Ltd.
Common Stock	02/01/2008	S	14	D	\$ 41.86	2,400	I	Bratenahl Investments, Ltd.
Common Stock	02/01/2008	S	14	D	\$ 41.9	2,386	I	Bratenahl Investments, Ltd.
Common Stock	02/01/2008	S	14	D	\$ 41.91	2,372	I	Bratenahl Investments, Ltd.

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)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transacti Code (Instr. 8)			ate	7. Title Amoun Under	int of lying ities	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene
	Derivative Security				Securities Acquired			(Instr.	3 and 4)		Owne Follo
					(A) or Disposed						Repo Trans
					of (D) (Instr. 3, 4, and 5)						(Instr
					4, and 3)				Amount		
						Date Exercisable	Expiration Date	Title	or Number of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Howley W Nicholas 1301 EAST NINTH STREET SUITE 3710 CLEVELAND, OH 44114

Chief Executive Officer

Signatures

Halle Fine Terrion as attorney-in-fact for W. Nicholas Howley

02/04/2008

**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.

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