

TransDigm Group INC  
Form 4  
March 12, 2008

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
Rufus Gregory

(Last) (First) (Middle)

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

(Street)

CLEVELAND, OH 44114

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/10/2008

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. VP, CFO and Secretary

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 Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	03/10/2008		M		5,000	A	\$ 6.68 5,000 D
Common Stock	03/10/2008		S		100	D	\$ 38.58 4,900 D
Common Stock	03/10/2008		S		100	D	\$ 38.69 4,800 D
Common Stock	03/10/2008		S		100	D	\$ 38.72 4,700 D
Common Stock	03/10/2008		S		100	D	\$ 38.73 4,600 D

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Common Stock	03/10/2008	S	500	D	\$ 38.74	4,100	D
Common Stock	03/10/2008	S	200	D	\$ 38.75	3,900	D
Common Stock	03/10/2008	S	100	D	\$ 38.77	3,800	D
Common Stock	03/10/2008	S	300	D	\$ 38.78	3,500	D
Common Stock	03/10/2008	S	200	D	\$ 38.8	3,300	D
Common Stock	03/10/2008	S	200	D	\$ 38.81	3,100	D
Common Stock	03/10/2008	S	100	D	\$ 38.91	3,000	D
Common Stock	03/10/2008	S	100	D	\$ 38.97	2,900	D
Common Stock	03/10/2008	S	100	D	\$ 38.98	2,800	D
Common Stock	03/10/2008	S	200	D	\$ 38.99	2,600	D
Common Stock	03/10/2008	S	1,200	D	\$ 39	1,400	D
Common Stock	03/10/2008	S	200	D	\$ 39.01	1,200	D
Common Stock	03/10/2008	S	100	D	\$ 39.03	1,100	D
Common Stock	03/10/2008	S	200	D	\$ 39.05	900	D
Common Stock	03/10/2008	S	100	D	\$ 39.11	800	D
Common Stock	03/10/2008	S	100	D	\$ 39.12	700	D
Common Stock	03/10/2008	S	400	D	\$ 39.13	300	D
Common Stock	03/10/2008	S	200	D	\$ 39.14	100	D
Common Stock	03/10/2008	S	100	D	\$ 39.16	0	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)

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**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. Amount or Number of Shares
Stock Option	\$ 6.68	03/10/2008		M	5,000	09/30/2004 08/05/2013	Common Stock	5,000

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

Rufus Gregory  
 TRANSDIGM GROUP INCORPORATED  
 1301 EAST 9TH STREET, SUITE 3710  
 CLEVELAND, OH 44114

Exec. VP, CFO and Secretary

## Signatures

Halle Fine Terrion as attorney in fact for Gregory Rufus

03/12/2008

\_\_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.

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