

Rufus Gregory  
 Form 4  
 December 14, 2007

**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 \*  
 Rufus Gregory

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director  
 Officer (give title below)  
 \_\_\_\_ 10% Owner  
 \_\_\_\_ Other (specify below)  
 Exec. VP, CFO and Secretary

(Last) (First) (Middle)  
 TRANSDIGM GROUP  
 INCORPORATED, 1301 EAST 9TH  
 STREET, SUITE 3710  
 (Street)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 12/13/2007

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting 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. 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	12/13/2007		M		38,896	D	
Common Stock	12/13/2007		S		\$ 46.135	D	
Common Stock	12/13/2007		S		\$ 46.35	D	
Common Stock	12/13/2007		S		\$ 46.47	D	
Common Stock	12/13/2007		S		\$ 46.49	D	

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Common Stock	12/13/2007	S	200	D	\$ 46.5	37,396	D
Common Stock	12/13/2007	S	100	D	\$ 46.51	37,296	D
Common Stock	12/13/2007	S	200	D	\$ 46.52	37,096	D
Common Stock	12/13/2007	S	100	D	\$ 46.55	36,996	D
Common Stock	12/13/2007	S	100	D	\$ 46.58	36,896	D
Common Stock	12/13/2007	S	300	D	\$ 46.6	36,596	D
Common Stock	12/13/2007	S	200	D	\$ 46.61	36,396	D
Common Stock	12/13/2007	S	100	D	\$ 46.62	36,296	D
Common Stock	12/13/2007	S	602	D	\$ 46.64	35,694	D
Common Stock	12/13/2007	S	100	D	\$ 46.645	35,594	D
Common Stock	12/13/2007	S	900	D	\$ 46.65	34,694	D
Common Stock	12/13/2007	S	200	D	\$ 46.66	34,494	D
Common Stock	12/13/2007	S	500	D	\$ 46.665	33,994	D
Common Stock	12/13/2007	S	600	D	\$ 46.67	33,394	D
Common Stock	12/13/2007	S	100	D	\$ 46.675	33,294	D
Common Stock	12/13/2007	S	900	D	\$ 46.68	32,394	D
Common Stock	12/13/2007	S	300	D	\$ 46.685	32,094	D
Common Stock	12/13/2007	S	600	D	\$ 46.69	31,494	D
Common Stock	12/13/2007	S	200	D	\$ 46.695	31,294	D
Common Stock	12/13/2007	S	598	D	\$ 46.7	30,696	D
	12/13/2007	S	100	D		30,596	D

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Common Stock					\$			
					46.705			
Common Stock	12/13/2007		S	100	D	\$ 46.71	30,496	D
Common Stock	12/13/2007		S	400	D	\$ 46.715	30,096	D
Common Stock	12/13/2007		S	200	D	\$ 46.72	29,896	D
Common Stock	12/13/2007		S	100	D	\$ 46.73	29,796	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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 6.68	12/13/2007		M	38,896	08/05/2003	08/05/2013	Common Stock	38,896

## 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

12/13/2007

\_\_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).

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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