

TransDigm Group INC
 Form 4
 February 11, 2008

FORM 4

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

OMB APPROVAL

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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 *
 Rodriguez Albert J

(Last) (First) (Middle)

MARATHONNORCO
 AEROSPACE, INC., 8233
 IMPERIAL DRIVE

(Street)

WACO, TX 76712

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/08/2008

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. V.P., Mergers & Aquis.

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/08/2008		M		19,600	A	\$ 2.38
Common Stock	02/08/2008		S		600	D	\$ 38.83
Common Stock	02/08/2008		S		200	D	\$ 38.87
Common Stock	02/08/2008		S		100	D	\$ 39.01
Common Stock	02/08/2008		S		200	D	\$ 39.03

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Common Stock	02/08/2008	S	100	D	\$ 39.1	18,400	D
Common Stock	02/08/2008	S	100	D	\$ 39.19	18,300	D
Common Stock	02/08/2008	S	100	D	\$ 39.21	18,200	D
Common Stock	02/08/2008	S	100	D	\$ 39.6	18,100	D
Common Stock	02/08/2008	S	100	D	\$ 39.64	18,000	D
Common Stock	02/08/2008	S	1,000	D	\$ 39.77	17,000	D
Common Stock	02/08/2008	S	100	D	\$ 40	16,900	D
Common Stock	02/08/2008	S	100	D	\$ 40.02	16,800	D
Common Stock	02/08/2008	S	200	D	\$ 40.045	16,600	D
Common Stock	02/08/2008	S	100	D	\$ 40.05	16,500	D
Common Stock	02/08/2008	S	100	D	\$ 40.06	16,400	D
Common Stock	02/08/2008	S	100	D	\$ 40.07	16,300	D
Common Stock	02/08/2008	S	500	D	\$ 40.12	15,800	D
Common Stock	02/08/2008	S	300	D	\$ 40.146	15,500	D
Common Stock	02/08/2008	S	200	D	\$ 40.15	15,300	D
Common Stock	02/08/2008	S	100	D	\$ 40.155	15,200	D
Common Stock	02/08/2008	S	100	D	\$ 40.16	15,100	D
Common Stock	02/08/2008	S	100	D	\$ 40.18	15,000	D
Common Stock	02/08/2008	S	200	D	\$ 40.19	14,800	D
Common Stock	02/08/2008	S	100	D	\$ 40.206	14,700	D
	02/08/2008	S	200	D	\$ 40.21	14,500	D

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Common Stock							
Common Stock	02/08/2008		S	100	D	\$ 40.232	14,400 D
Common Stock	02/08/2008		S	100	D	\$ 40.255	14,300 D
Common Stock	02/08/2008		S	100	D	\$ 40.27	14,200 D
Common Stock	02/08/2008		S	100	D	\$ 40.301	14,100 D

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

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 2.38	02/08/2008		M	19,600	07/22/2003	01/01/2010	Common Stock	19,600

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Rodriguez Albert J
MARATHONNORCO AEROSPACE, INC.
8233 IMPERIAL DRIVE
WACO, TX 76712

Exec. V.P., Mergers & Aquis.

Signatures

Halle Fine Terrion as attorney in fact for Albert
Rodriguez

02/11/2008

__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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