

Howley W Nicholas
Form 4
November 02, 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 *
Howley W Nicholas

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1301 EAST NINTH STREET, SUITE 3710
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/01/2007

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Chief Executive Officer

CLEVELAND, OH 44114

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

(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) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|------------------------------|
| | | | Code | V | Amount | (D) | Price | | |
| Common Stock | 11/01/2007 | | S | 3 | D | \$ 44.44 | 10,668 | I | The Howley Family Foundation |
| Common Stock | 11/01/2007 | | S | 3 | D | \$ 44.49 | 10,665 | I | The Howley Family Foundation |
| Common Stock | 11/01/2007 | | S | 10 | D | \$ 44.5 | 10,655 | I | The Howley Family Foundation |
| Common Stock | 11/01/2007 | | S | 6 | D | \$ 44.51 | 10,649 | I | The Howley Family |

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| Common Stock | 11/01/2007 | S | 6 | D | \$ 44.52 | 10,643 | I | Foundation | |
|--------------|------------|---|---|---|----------|--------|---|------------------------------|--|
| | | | | | | | | The Howley Family Foundation | |
| Common Stock | 11/01/2007 | S | 2 | D | \$ 44.53 | 10,641 | I | The Howley Family Foundation | |
| Common Stock | 11/01/2007 | S | 5 | D | \$ 44.54 | 10,636 | I | The Howley Family Foundation | |
| Common Stock | 11/01/2007 | S | 3 | D | \$ 44.55 | 10,633 | I | The Howley Family Foundation | |
| Common Stock | 11/01/2007 | S | 3 | D | \$ 44.56 | 10,630 | I | The Howley Family Foundation | |
| Common Stock | 11/01/2007 | S | 4 | D | \$ 44.57 | 10,626 | I | The Howley Family Foundation | |
| Common Stock | 11/01/2007 | S | 1 | D | \$ 44.58 | 10,625 | I | The Howley Family Foundation | |
| Common Stock | 11/01/2007 | S | 1 | D | \$ 44.59 | 10,624 | I | The Howley Family Foundation | |
| Common Stock | 11/01/2007 | S | 6 | D | \$ 44.6 | 10,618 | I | The Howley Family Foundation | |
| Common Stock | 11/01/2007 | S | 3 | D | \$ 44.62 | 10,615 | I | The Howley Family Foundation | |
| Common Stock | 11/01/2007 | S | 4 | D | \$ 44.63 | 10,611 | I | The Howley Family Foundation | |
| Common Stock | 11/01/2007 | S | 5 | D | \$ 44.64 | 10,606 | I | The Howley Family Foundation | |
| Common Stock | 11/01/2007 | S | 3 | D | \$ 44.65 | 10,603 | I | The Howley Family Foundation | |
| Common Stock | 11/01/2007 | S | 4 | D | \$ 44.66 | 10,599 | I | The Howley Family Foundation | |

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| | | | | | | | | |
|--------------|------------|---|---|---|-----------|--------|---|------------------------------|
| Common Stock | 11/01/2007 | S | 3 | D | \$ 44.67 | 10,596 | I | The Howley Family Foundation |
| Common Stock | 11/01/2007 | S | 3 | D | \$ 44.7 | 10,593 | I | The Howley Family Foundation |
| Common Stock | 11/01/2007 | S | 1 | D | \$ 44.702 | 10,592 | I | The Howley Family Foundation |
| Common Stock | 11/01/2007 | S | 3 | D | \$ 44.71 | 10,589 | I | The Howley Family Foundation |
| Common Stock | 11/01/2007 | S | 4 | D | \$ 44.72 | 10,585 | I | The Howley Family Foundation |
| Common Stock | 11/01/2007 | S | 4 | D | \$ 44.73 | 10,581 | I | The Howley Family Foundation |
| Common Stock | 11/01/2007 | S | 9 | D | \$ 44.74 | 10,572 | I | The Howley Family Foundation |
| Common Stock | 11/01/2007 | S | 1 | D | \$ 44.75 | 10,571 | I | The Howley Family Foundation |
| Common Stock | 11/01/2007 | S | 5 | D | \$ 44.76 | 10,566 | I | The Howley Family Foundation |
| Common Stock | 11/01/2007 | S | 5 | D | \$ 44.77 | 10,561 | I | The Howley Family Foundation |
| Common Stock | 11/01/2007 | S | 4 | D | \$ 44.78 | 10,557 | I | The Howley Family Foundation |
| Common Stock | 11/01/2007 | S | 1 | D | \$ 44.79 | 10,556 | I | The Howley Family Foundation |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(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 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. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

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 | 11/02/2007 |
| **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).

Remarks:

All sales 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.