

TransDigm Group INC
 Form 3
 March 14, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>^ Riley James M</p> <p>(Last) (First) (Middle)</p> <p>AEROCONTROLEX GROUP, ^ 313 GILLET STREET</p> <p>(Street)</p> <p>PAINESVILLE, ^ OH ^ 44077</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>03/14/2006</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>TransDigm Group INC [TDG]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>Pres. (Aerocontrolex Group)</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable Expiration Date	Title Amount or Number of			

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				Shares		or Indirect (I) (Instr. 5)	
Stock Options	07/22/2003	07/19/2012	Common Stock	22,239	\$ 3.35	D	Â
Stock Options	07/22/2003	01/01/2010	Common Stock	59,602	\$ 2.34	D	Â
Stock Options <u>(1)</u>	09/30/2004	08/05/2013	Common Stock	59,840	\$ 6.68	D	Â
Stock Options <u>(2)</u>	08/05/2003	08/05/2013	Common Stock	14,960	\$ 6.68	D	Â
Stock Options <u>(3)</u>	09/30/2005	12/30/2014	Common Stock	17,952	\$ 8.52	D	Â
Stock Options <u>(4)</u>	12/30/2004	12/30/2014	Common Stock	4,488	\$ 8.52	D	Â
Stock Options	09/28/2005	01/01/2010	Common Stock	3,515	\$ 13.37	D	Â
Stock Options	09/28/2005	08/05/2013	Common Stock	299	\$ 13.37	D	Â
Stock Options <u>(5)</u>	09/30/2006	10/01/2015	Common Stock	71,808	\$ 13.37	D	Â
Stock Options <u>(6)</u>	10/01/2005	10/01/2015	Common Stock	17,952	\$ 13.37	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Riley James M AEROCNTROLEX GROUP 313 GILLET STREET PAINESVILLE, OH 44077	Â	Â	Â Pres. (Aerocontrolex Group)	Â

Signatures

Deanna M. Campbell, Attorney-in-Fact for James M
Riley 03/14/2006

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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).

(1) Vesting is based on achievement of annual and cumulative performance metrics at 10% for each year from 2004 to 2008, then at 50% in 2008; subject to accelerated vesting upon sales of shares of common stock by certain investors of issuer.

(2) Vests over time in 20% increments starting on grant date and annually on next four anniversary dates.

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- (3) Vesting is based on achievement of annual and cumulative performance metrics at 12.5% for each year from 2005 to 2008, then at 50% in 2008; subject to accelerated vesting upon sales of shares of common stock by certain investors of issuer.
- (4) Vests over time in 25% increments starting on grant date and annually on next three anniversary dates.
- (5) Vesting is based on achievement of annual and cumulative performance metrics at 16.66% for each year from 2006 to 2008, then at 50% in 2008; subject to accelerated vesting upon sales of shares of common stock by certain investors of issuer.
- (6) Vests over time in 33.33% increments starting on grant date and annually on next two anniversary dates.

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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