

TransDigm Group INC
 Form 3/A
 October 24, 2007

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

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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>Â McClelland Ralph</p> <p>(Last) (First) (Middle)</p> <p>MARATHONNORCO AEROSPACE, INC.,Â PO BOX 8233, 8301 IMPERIAL DRIVE</p> <p>(Street)</p> <p>WACO,Â TXÂ 76714-8233</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>06/15/2006</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 <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Pres., MarathonNorco Aerospace</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> <p>06/23/2006</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <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)
Common Stock	500 ⁽¹⁾	D	Â

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	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Stock Option	09/30/2004	08/05/2013	Common Stock	47,872 ⁽²⁾	\$ 6.68	D	Â
Stock Option	08/05/2003	08/05/2013	Common Stock	11,968	\$ 6.68	D	Â
Stock Option	09/30/2005	12/30/2014	Common Stock	11,968	\$ 8.52	D	Â
Stock Option	12/30/2004	12/30/2014	Common Stock	2,992	\$ 8.52	D	Â
Stock Option	09/30/2006	06/15/2016	Common Stock	64,000	\$ 22.21	D	Â
Stock Option	06/15/2006	06/15/2016	Common Stock	16,000	\$ 22.21	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McClelland Ralph MARATHONNORCO AEROSPACE, INC. PO BOX 8233, 8301 IMPERIAL DRIVE WACO, TX 76714-8233	Â	Â	Â Pres., MarathonNorco Aerospace	Â

Signatures

Halle Fine Terrion as attorney-in-fact for Ralph McClelland 10/24/2007

__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) These shares were inadvertently omitted from the filing person's initial Form 3.
- (2) A portion of these options have subsequently been exercised and the underlying shares have subsequently been sold, all as reported on Form 4s filed with the Securities and Exchange Commission.

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.