

McClelland Ralph
Form 4
December 12, 2007

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
McClelland Ralph

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)

MARATHONNORCO
AEROSPACE, INC., PO BOX 8233,
8301 IMPERIAL DRIVE

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

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Pres., MarathonNorco Aerospace

(Street)

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

WACO, TX 76714-8233

(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			
				Code	V	Amount		
Common Stock	12/12/2007		M		3,500	A	\$ 6.68 4,000	D
Common Stock	12/12/2007		S		200	D	\$ 47.42 3,800	D
Common Stock	12/12/2007		S		100	D	\$ 47.458 3,700	D
Common Stock	12/12/2007		S		100	D	\$ 47.459 3,600	D
Common Stock	12/12/2007		S		102	D	\$ 47.46 3,498	D

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Common Stock	12/12/2007	S	100	D	\$ 47.467	3,398	D
Common Stock	12/12/2007	S	100	D	\$ 47.468	3,298	D
Common Stock	12/12/2007	S	100	D	\$ 47.478	3,198	D
Common Stock	12/12/2007	S	1,798	D	\$ 47.5	1,400	D
Common Stock	12/12/2007	S	100	D	\$ 47.57	1,300	D
Common Stock	12/12/2007	S	100	D	\$ 47.58	1,200	D
Common Stock	12/12/2007	S	100	D	\$ 47.595	1,100	D
Common Stock	12/12/2007	S	100	D	\$ 47.6	1,000	D
Common Stock	12/12/2007	S	100	D	\$ 47.62	900	D
Common Stock	12/12/2007	S	100	D	\$ 47.64	800	D
Common Stock	12/12/2007	S	300	D	\$ 47.65	500	D

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.

SEC 1474
(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)	8. Amount or Number of Shares
	\$ 6.68	12/12/2007		M	3,500	09/30/2004 08/05/2013		3,500

Stock
Option

Common
Stock

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			Pres., MarathonNorco Aerospace	

Signatures

Halle Fine Terrion as attorney-in-fact for Ralph
McClelland

12/12/2007

__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 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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