TransDigm Group INC
Form 4
February 11, 2008

FORM 4

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

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

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).

(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
__X__ Officer (give title below) _____ Other (specify below)
Exec. V.P., Mergers & Aquis.

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/08/2008		M		19,600	A	$ 2.38	19,600	D	
Common Stock	02/08/2008		S		600	D	$ 38.83	19,000	D	
Common Stock	02/08/2008		S		200	D	$ 38.87	18,800	D	
Common Stock	02/08/2008		S		100	D	$ 39.01	18,700	D	
Common Stock	02/08/2008		S		200	D	$ 39.03	18,500	D	

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

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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