

TransDigm Group INC
Form 4
September 09, 2008

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 *
Rodriguez Albert J

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., 8233
IMPERIAL DRIVE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
09/08/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Exec. V.P., Mergers & Acquis.

WACO, TX 76712

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 Ownership (Instr. 4)	
				Code	V	Amount				(A) or (D)
Common Stock	09/08/2008		M			6,796	\$ 2.38	6,796	D	
Common Stock	09/08/2008		M			12,804	\$ 13.37	19,600	D	
Common Stock	09/08/2008		S			18,700	\$ 34.618 (1)	900	D	
Common Stock	09/08/2008		S			900	\$ 35.4722 (2)	0	D	
	09/09/2008		M			61	\$ 13.37	61	D	

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Common
Stock

Common Stock 09/09/2008 S 61 D \$ 35.74 0 D

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

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(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)	Amount or Number of Shares
Stock Option	\$ 2.38	09/08/2008		M	6,796	07/22/2003 01/01/2010	Common Stock	6,796
Stock Option	\$ 13.37	09/08/2008		M	12,804	09/28/2005 01/01/2010	Common Stock	12,804
Stock Option	\$ 13.37	09/09/2008		M	61	09/28/2005 01/01/2010	Common Stock	61

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

09/09/2008

**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).

Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$34.30 - \$35.25.

(1) The reporting person hereby undertakes, upon request of the Commission, the issuer or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price.

Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$35.32 - \$35.57.

(2) The reporting person hereby undertakes, upon request of the Commission, the issuer or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price.

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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