

TransDigm Group INC
Form 4
November 15, 2007

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 *
McClelland Ralph

(Last) (First) (Middle)

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

(Street)

WACO, TX 76714-8233

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
TransDigm Group INC [TDG]

3. Date of Earliest Transaction
(Month/Day/Year)
11/14/2007

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)
				(A) or (D) Code V Amount Price			
Common Stock	11/14/2007		M	3,500 A \$ 6.68	4,000	D	
Common Stock	11/14/2007		S	300 D \$ 44.9	3,700	D	
Common Stock	11/14/2007		S	800 D \$ 44.93	2,900	D	
Common Stock	11/14/2007		S	300 D \$ 44.98	2,600	D	
Common Stock	11/14/2007		S	300 D \$ 45.05	2,300	D	

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Common Stock	11/14/2007	S	100	D	\$ 45.06	2,200	D
Common Stock	11/14/2007	S	300	D	\$ 45.07	1,900	D
Common Stock	11/14/2007	S	100	D	\$ 45.08	1,800	D
Common Stock	11/14/2007	S	400	D	\$ 45.16	1,400	D
Common Stock	11/14/2007	S	200	D	\$ 45.21	1,200	D
Common Stock	11/14/2007	S	100	D	\$ 45.24	1,100	D
Common Stock	11/14/2007	S	300	D	\$ 45.28	800	D
Common Stock	11/14/2007	S	100	D	\$ 45.33	700	D
Common Stock	11/14/2007	S	200	D	\$ 45.36	500	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)	8. Price or Amount of Derivative Security (Instr. 3)
Stock Option	\$ 6.68			Code V	(A) (D)	Date Exercisable: 09/30/2004 Expiration Date: 08/05/2013	Title: Common Stock Amount or Number of Shares: 36,372	

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	11/15/2007
<small>**Signature of Reporting Person</small>	<small>Date</small>

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. 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.