

McClelland Ralph  
 Form 4  
 December 12, 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

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.

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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. 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<br>MARATHONNORCO AEROSPACE, INC.<br>PO BOX 8233, 8301 IMPERIAL DRIVE<br>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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