

TransDigm Group INC
 Form 4
 February 11, 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

(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
 Officer (give title below) Other (specify below)
 Exec. V.P., Mergers & Acquis.

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 Indirect Beneficial Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock	02/08/2008		S	100	D	\$ 41.262	2,850	D
Common Stock	02/08/2008		S	350	D	\$ 41.33	2,500	D
Common Stock	02/08/2008		S	100	D	\$ 41.39	2,400	D
Common Stock	02/08/2008		S	100	D	\$ 41.76	2,300	D
Common Stock	02/08/2008		S	100	D	\$ 41.82	2,200	D

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Common Stock	02/08/2008	S	100	D	\$ 41.86	2,100	D
Common Stock	02/08/2008	S	100	D	\$ 42	2,000	D
Common Stock	02/08/2008	S	100	D	\$ 42.13	1,900	D
Common Stock	02/08/2008	S	100	D	\$ 42.17	1,800	D
Common Stock	02/08/2008	S	300	D	\$ 42.27	1,500	D
Common Stock	02/08/2008	S	100	D	\$ 42.4	1,400	D
Common Stock	02/08/2008	S	100	D	\$ 42.53	1,300	D
Common Stock	02/08/2008	S	200	D	\$ 42.57	1,100	D
Common Stock	02/08/2008	S	400	D	\$ 42.58	700	D
Common Stock	02/08/2008	S	100	D	\$ 42.75	600	D
Common Stock	02/08/2008	S	100	D	\$ 42.808	500	D
Common Stock	02/08/2008	S	100	D	\$ 42.972	400	D
Common Stock	02/08/2008	S	100	D	\$ 43.18	300	D
Common Stock	02/08/2008	S	100	D	\$ 43.19	200	D
Common Stock	02/08/2008	S	200	D	\$ 43.2	0	D

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

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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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene
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Derivative
Security

Securities
Acquired
(A) or
Disposed
of (D)
(Instr. 3,
4, and 5)

(Instr. 3 and 4)

Own
Follo
Repo
Trans
(Instr

Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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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. 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.