

TransDigm Group INC
 Form 4
 May 14, 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 *
 Leary John F

(Last) (First) (Middle)

ADAMS RITE AEROSPACE
 INC., 4141 NORTH PALM STREET

(Street)

FULLERTON, CA 92835

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 05/14/2008

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)

Pres., Adams Rite Aerospace

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	(D)	Price
Common Stock	05/14/2008		M		10,000	A	\$ 6.68
Common Stock	05/14/2008		S		100	D	\$ 41.692
Common Stock	05/14/2008		S		100	D	\$ 41.83
Common Stock	05/14/2008		S		700	D	\$ 41.89
Common Stock	05/14/2008		S		400	D	\$ 42.42

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Common Stock	05/14/2008	S	100	D	\$ 42.41	8,600	D
Common Stock	05/14/2008	S	600	D	\$ 42.43	8,000	D
Common Stock	05/14/2008	S	2,200	D	\$ 42.45	5,800	D
Common Stock	05/14/2008	S	490	D	\$ 42.46	5,310	D
Common Stock	05/14/2008	S	100	D	\$ 42.464	5,210	D
Common Stock	05/14/2008	S	700	D	\$ 42.47	4,510	D
Common Stock	05/14/2008	S	300	D	\$ 42.473	4,210	D
Common Stock	05/14/2008	S	100	D	\$ 42.475	4,110	D
Common Stock	05/14/2008	S	500	D	\$ 42.48	3,610	D
Common Stock	05/14/2008	S	100	D	\$ 42.4875	3,510	D
Common Stock	05/14/2008	S	700	D	\$ 42.49	2,810	D
Common Stock	05/14/2008	S	300	D	\$ 42.492	2,510	D
Common Stock	05/14/2008	S	200	D	\$ 42.4925	2,310	D
Common Stock	05/14/2008	S	410	D	\$ 42.5	1,900	D
Common Stock	05/14/2008	S	700	D	\$ 42.54	1,200	D
Common Stock	05/14/2008	S	600	D	\$ 42.55	600	D
Common Stock	05/14/2008	S	100	D	\$ 42.59	500	D
Common Stock	05/14/2008	S	200	D	\$ 42.868	300	D
Common Stock	05/14/2008	S	100	D	\$ 42.9	200	D
Common Stock	05/14/2008	S	200	D	\$ 43.05	0	D

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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	\$ 6.68	05/14/2008		M	10,000	09/30/2004 08/05/2013	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Leary John F ADAMS RITE AEROSPACE INC. 4141 NORTH PALM STREET FULLERTON, CA 92835			Pres., Adams Rite Aerospace	

Signatures

Halle Fine Terrion as attorney in fact for John Leary
 **Signature of Reporting Person
 05/14/2008
 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 are 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.