

Graff Michael  
 Form 4  
 February 20, 2009

**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 \*  
 Graff Michael

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)  
 466 LEXINGTON AVENUE  
 (Street)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 02/19/2009

Director  10% Owner  
 Officer (give title below)  Other (specify below)

NY, NY 10017  
 (City) (State) (Zip)

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

**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, par value \$0.01 per share <sup>(1)</sup>	02/19/2009		S	2,700,000 D \$ 34.2	8,683,201	I	See footnote <u>(1)</u>
Common Stock, par value \$0.01 per share <sup>(2)</sup>					2,311	D	
Common Stock, par value \$0.01 per share					13,702	D	

Common  
Stock  
(restricted),  
par value  
\$0.01 per  
share <sup>(3)</sup>

787 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
Stock Options (right to buy) <sup>(4)</sup>	\$ 27.08					09/30/2009 <sup>(4)</sup> 11/17/2018	Common Stock	15,900
Stock Options (right to buy)	\$ 6.68					07/22/2003 07/22/2013	Common Stock, par value \$0.01 per share	26,419
Stock Options (right to buy) <sup>(5)</sup>	\$ 6.68					07/22/2003 07/22/2013	Common Stock, par value \$0.01 per share	81,677

## Reporting Owners

Reporting Owner Name / Address

Relationships

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Director 10% Owner Officer Other

Graff Michael  
466 LEXINGTON AVENUE X  
NY, NY 10017

## Signatures

/s/ MICHAEL  
GRAFF 02/20/2009

\_\_Signature of Date  
Reporting Person

## 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).
- (1) See Exhibit 99.1.
  - (2) Receipt of stock in lieu of payment of semi-annual director fee, based on fair market value in accordance with the 2006 Stock Incentive Plan.  
  
Receipt of stock in respect of annual grant of restricted stock to directors with the number of shares determined based on the fair market
  - (3) value of the stock on the date of grant. Subject to forfeiture; forfeiture provisions lapse as to one-third of the stock on each of the first, second and third anniversaries of the date of grant.
  - (4) Vest based on the achievement of annual and cumulative per share operating performance targets between fiscal 2009 and fiscal 2013.
  - (5) Vesting is based on achievement of annual and cumulative performance metrics at 10% for each year from 2004 to 2008, then at 50% in 2008; subject to accelerated vesting in certain circumstances.

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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