

Graff Michael
Form 4
March 24, 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

(Last) (First) (Middle)

466 LEXINGTON AVENUE

(Street)

NY, NY 10017

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
03/23/2009

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)

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 | (A) or (D) | Price |
| Common Stock, par value \$0.01 per share ⁽¹⁾ | 03/23/2009 | | J ⁽¹⁾ | | 1,351,183 | D | \$ 0 <u>(1)</u> |
| Common Stock, par value \$0.01 per share ⁽²⁾ | | | | | | | 7,332,018 |
| Common Stock, par value \$0.01 per share | | | | | | | 2,778 |
| Common Stock, par value \$0.01 per share | | | | | | | 13,702 |

See footnote (1)

Common
Stock
(restricted),
par value
\$0.01 per
share ⁽³⁾

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) ⁽⁴⁾ | \$ 27.08 | | | | | 09/30/2009 ⁽⁴⁾ 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) | \$ 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

Michael Graff By: Scott A. Arenare Attorney-In-Fact /s/ Scott A. Arenare

03/24/2009

__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).
- (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 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.

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.