

TransDigm Group INC  
 Form 3  
 March 14, 2006

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *          |   | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol                     |  |
| Â Leary John F                                     |   | (Month/Day/Year)                     | TransDigm Group INC [TDG]  |  |
| (Last)   | (First)                                     | (Middle)                             | 03/14/2006   |  |
| ADAMS RITE AEROSPACE INC.,Â 4141 NORTH PALM STREET |   |                                      | 4. Relationship of Reporting Person(s) to Issuer                       | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street)   | (Check all applicable)                      |                                      |  |  |
|  | _____ Director                              |                                      | _____ 10% Owner  |  |
|  | <input checked="" type="checkbox"/> Officer |                                      | _____ Other  |  |
|  | (give title below)                          |                                      | (specify below)  |  |
|  | FULLERTON,Â CAÂ 92835                       |                                      | Pres. (Adams Rite Aerospace)   |  |
| (City)   | (State)                                     | (Zip)                                | 6. Individual or Joint/Group Filing(Check Applicable Line)             |  |
|  |   |                                      | <input checked="" type="checkbox"/> Form filed by One Reporting Person |  |
|  |   |                                      | _____ Form filed by More than One Reporting Person                     |  |

**Table I - Non-Derivative Securities Beneficially Owned**

|                                    |  |   |  |
|------------------------------------|--|---|--|
| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

|   |   |  |  |  |  |
|---|---|--|--|--|--|
| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|   | Date Exercisable  | Expiration Date  | Title  | Amount or Number of                                  |  |

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|                              |            |            |                 | Shares  |          | or Indirect<br>(I)<br>(Instr. 5) |   |
|------------------------------|------------|------------|-----------------|---------|----------|----------------------------------|---|
| Stock Options                | 07/22/2003 | 07/19/2012 | Common<br>Stock | 22,239  | \$ 3.35  | D                                | Â |
| Stock Options                | 07/22/2003 | 01/01/2010 | Common<br>Stock | 75,169  | \$ 2.34  | D                                | Â |
| Stock Options <sup>(1)</sup> | 09/30/2004 | 08/05/2013 | Common<br>Stock | 155,584 | \$ 6.68  | D                                | Â |
| Stock Options <sup>(2)</sup> | 08/05/2003 | 08/05/2013 | Common<br>Stock | 38,896  | \$ 6.68  | D                                | Â |
| Stock Options                | 09/28/2005 | 01/01/2010 | Common<br>Stock | 4,188   | \$ 13.37 | D                                | Â |
| Stock Options                | 09/28/2005 | 08/05/2013 | Common<br>Stock | 748     | \$ 13.37 | D                                | Â |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                                |       |
|--|---------------|-----------|--------------------------------|-------|
|  | Director      | 10% Owner | Officer                        | Other |
| Leary John F<br>ADAMS RITE AEROSPACE INC.<br>4141 NORTH PALM STREET<br>FULLERTON, CA 92835 | Â             | Â         | Â Pres. (Adams Rite Aerospace) | Â     |

## Signatures

Deanna M. Campbell, Attorney-in-Fact for John F. Leary 03/14/2006

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 5(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) 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 upon sales of shares of common stock by certain investors of issuer.

(2) Vests over time in 20% increments starting on grant date and annually on next four anniversary dates.

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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