

McClelland Ralph  
Form 4  
September 14, 2007

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
McClelland Ralph

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)

MARATHONNORCO  
AEROSPACE, INC., PO BOX 8233,  
8301 IMPERIAL DRIVE

3. Date of Earliest Transaction  
(Month/Day/Year)  
09/12/2007

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Pres., MarathonNorco Aerospace

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

WACO, TX 76714-8233

Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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	09/12/2007		M		3,500	A	\$ 6.68 3,500 D
Common Stock	09/12/2007	09/12/2007	S		200 <sup>(1)</sup>	D	\$ 39.64 3,300 D
Common Stock	09/12/2007		S		100	D	\$ 39.65 3,200 D
Common Stock	09/12/2007		S		300	D	\$ 39.72 2,900 D
Common Stock	09/12/2007		S		400	D	\$ 39.73 2,500 D

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Common Stock	09/12/2007	S	500	D	\$ 39.74	2,000	D
Common Stock	09/12/2007	S	200	D	\$ 39.75	1,800	D
Common Stock	09/12/2007	S	300	D	\$ 39.76	1,500	D
Common Stock	09/12/2007	S	300	D	\$ 39.77	1,200	D
Common Stock	09/12/2007	S	200	D	\$ 39.78	1,000	D
Common Stock	09/12/2007	S	100	D	\$ 39.8	900	D
Common Stock	09/12/2007	S	100	D	\$ 39.83	800	D
Common Stock	09/12/2007	S	100	D	\$ 39.84	700	D
Common Stock	09/12/2007	S	200	D	\$ 39.85	500	D
Common Stock	09/12/2007	S	200	D	\$ 39.86	300	D
Common Stock	09/12/2007	S	200	D	\$ 39.9	100	D
Common Stock	09/12/2007	S	100	D	\$ 39.949	0	D

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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

Stock Option      \$ 6.68      09/12/2007      M      3,500      09/30/2004      08/05/2013      Common Stock      3,500 Shares

**Reporting Owners**

Reporting Owner Name / Address	Relationships			Other
	Director	10% Owner	Officer	
McClelland Ralph MARATHONNORCO AEROSPACE, INC. PO BOX 8233, 8301 IMPERIAL DRIVE WACO, TX 76714-8233			Pres., MarathonNorco Aerospace	

**Signatures**

Halle F. Terrion, as attorney in fact for Ralph McClelland      09/14/2007

\_\_\_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) All sales reported hereon sold pursuant to a 10b5-1 plan.

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