

Graff Michael  
Form 4  
September 23, 2009

**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 \*  
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)  
450 LEXINGTON AVENUE  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
09/08/2009

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 (A) or (D) Price                                    |   |  |   |
| Common Stock, par value \$0.01 per share <sup>(1)</sup> | 09/08/2009                           |  | S                              | 5,426 D \$ 44.4601 <sup>(1)</sup>                                 | 10,852  | I  | See footnote <sup>(1)</sup>                           |
| Common Stock, par value \$0.01 per share <sup>(1)</sup> | 09/09/2009                           |  | S                              | 5,426 D \$ 44.939 <sup>(1)</sup>                                  | 5,426   | I  | See footnote <sup>(1)</sup>                           |
| Common Stock, par value \$0.01 per share <sup>(1)</sup> | 09/10/2009                           |  | S                              | 5,426 D \$ 45.2427 <sup>(1)</sup>                                 | 0   | I  | See footnote <sup>(1)</sup>                           |

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|  |            |                  |     |   |                         |        |   |
|--|------------|------------------|-----|---|-------------------------|--------|---|
| Common Stock, par value \$0.01 per share <sup>(2)</sup>              | 09/22/2009 | A <sup>(2)</sup> | 324 | A | \$ 46.22 <sup>(2)</sup> | 324    | D |
| Common Stock, par value \$0.01 per share <sup>(3)</sup>              |            |                  |     |   |                         | 2,778  | D |
| Common Stock, par value \$0.01 per share                             |            |                  |     |   |                         | 15,422 | D |
| Common Stock (restricted), par value \$0.01 per share <sup>(4)</sup> |            |                  |     |   |                         | 787    | 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. Amount or Number of Shares |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Options (right to buy) <sup>(5)</sup> | \$ 27.08   |                                      |  |                                |   | 09/30/2009 <sup>(5)</sup> 11/17/2018                     | Common Stock  | 15,900                        |
| Stock Options (right to                     | \$ 6.68  |                                      |  |                                |   | 07/22/2003 07/22/2013                                    | Common Stock, par value                                       | 26,419                        |

|                              |         |            |            |                         |                         |
|------------------------------|---------|------------|------------|-------------------------|-------------------------|
| buy)                         |         |            |            |                         | \$0.01 per share        |
| Stock Options (right to buy) | \$ 6.68 | 07/22/2003 | 07/22/2013 | Common Stock, par value | 81,677 \$0.01 per share |

## Reporting Owners

| Reporting Owner Name / Address                        | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| Graff Michael<br>450 LEXINGTON AVENUE<br>NY, NY 10017 | X             |           |         |       |

## Signatures

/s/ Michael  
Graff

09/23/2009

Date

\*\*Signature of 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.
- (3) 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.
- (4) 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.
- (5) 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.