Leary John F Form 4 November 18, 2008

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Form 5 obligations may continue. See Instruction

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(b).

1. Name and Address of Reporting Person \* Leary John F

2. Issuer Name and Ticker or Trading Symbol

Issuer

below)

TransDigm Group INC [TDG]

(First) (Middle) (Last)

3. Date of Earliest Transaction

Director 10% Owner X\_ Officer (give title Other (specify

5. Relationship of Reporting Person(s) to

(Month/Day/Year) 11/17/2008

ADAMS RITE AEROSPACE INC., 4141 NORTH PALM STREET

(State)

below)

(Check all applicable)

**OMB APPROVAL** 

3235-0287

January 31,

2005

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**OMB** 

Number:

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response...

Estimated average

burden hours per

Pres., Adams Rite Aerospace

(Street) 4. If Amendment, Date Original

(Month/Day/Year)

(Zip)

Filed(Month/Day/Year)

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

\_X\_ 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

FULLERTON, CA 92835

(City)

(Instr. 3)

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year)

3. Execution Date, if

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (T) (Instr. 4) (Instr. 4)

Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

(A)

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Conversion Security or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of TransactionDerivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

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(Instr. 3) Price of Derivative Security

(Month/Day/Year) (Instr. 8) Acquired (A)

or Disposed of

(D) (Instr. 3, 4, and 5)

Code V

(A) (D

(D) Date Exercisable Expiration

Date

Title

Amount or Number

of Share

Stock Option

\$ 27.08

11/17/2008

A 60,000

09/30/2009(1) 11/17/2018

7/2018 Common

Stock 60,000

## **Reporting Owners**

**Reporting Owner Name / Address** 

Relationships

Director 10% Owner Officer

Other

Leary John F

ADAMS RITE AEROSPACE INC. 4141 NORTH PALM STREET

FULLERTON, CA 92835

Pres., Adams Rite Aerospace

## **Signatures**

Halle Fine Terrion as attorney in fact for John Leary

11/18/2008

\*\*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) 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.

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