

TransDigm Group INC
Form 3
June 23, 2006

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

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *

Â Iversen Bernt G II
(Last) (First) (Middle)

CHAMPION AEROSPACE INC.,Â 1230 OLD NORRIS ROAD
(Street)

LIBERTY,Â SCÂ 29657
(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
06/15/2006

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer Other
(give title below) (specify below)
Pres., Champion Aerospace Inc.

5. 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 Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities Beneficially Owned
(Instr. 4)

3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)

4. Nature of Indirect Beneficial Ownership
(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
(Instr. 4)

2. Date Exercisable and Expiration Date
(Month/Day/Year)

Date Exercisable Expiration Date

3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)

Title Amount or Number of

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security: Direct (D)

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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				Shares		or Indirect (I) (Instr. 5)	
Stock Options	07/22/2003	01/01/2010	Common Stock	62,907	\$ 0.75	D	Â
Stock Options	07/22/2003	01/01/2010	Common Stock	27,577	\$ 0.45	D	Â
Stock Options ⁽²⁾	09/30/2004	08/05/2013	Common Stock	71,808	\$ 6.68	D	Â
Stock Options ⁽¹⁾	08/05/2003	08/05/2013	Common Stock	17,952	\$ 6.68	D	Â
Stock Options	09/28/2005	08/05/2013	Common Stock	239	\$ 13.37	D	Â
Stock Options	09/28/2005	08/05/2013	Common Stock	60	\$ 13.37	D	Â
Stock Options	09/28/2005	01/01/2010	Common Stock	4,248	\$ 13.37	D	Â
Stock Options	09/28/2005	01/01/2010	Common Stock	1,062	\$ 13.37	D	Â
Stock Options ⁽³⁾	09/30/2006	06/15/2016	Common Stock	80,000	\$ 22.21	D	Â
Stock Options ⁽⁴⁾	06/15/2006	06/15/2016	Common Stock	20,000	\$ 22.21	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Iversen Bernt G II CHAMPION AEROSPACE INC. 1230 OLD NORRIS ROAD LIBERTY, SC 29657	Â	Â	Â Pres., Champion Aerospace Inc.	Â

Signatures

/s/ Deanna M. Campbell, Attorney-in-Fact for Bernt G.
Iversen II

06/23/2006

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

(2) Vesting is based on achievement of annual and cumulative performance metrics; option is currently 41.62% vested and the remainder will vest at 7.30% in 2006, 7.30% in 2007, 7.29% in 2008 and 36.49% in 2008.

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- (3) Vesting is based on achievement of annual and cumulative performance metrics at 16.66% for each year from 2006 to 2008, then at 50% in 2008.
- (4) Vests over time in 33.33% increments starting on grant date and annually on next two 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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