

TransDigm Group INC  
Form 3  
June 23, 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 Iversen Bernt G II                            |   | (Month/Day/Year)                     | TransDigm Group INC [TDG]  |  |
| (Last)  | (First)                                     | (Middle)                             | 06/15/2006   |  |
| CHAMPION AEROSPACE INC., Â 1230 OLD NORRIS ROAD |   |                                      | 4. Relationship of Reporting Person(s) to Issuer                       | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street)  | (Check all applicable)                      |                                      |  |  |
|   | <input type="checkbox"/> Director           | <input type="checkbox"/> 10% Owner   |  |  |
|   | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other       | 6. Individual or Joint/Group Filing(Check Applicable Line)             |  |
|   | (give title below) (specify below)          |                                      | <input checked="" type="checkbox"/> Form filed by One Reporting Person |  |
|   | Pres., Champion Aerospace Inc.              |                                      | <input type="checkbox"/> Form filed by More than One Reporting Person  |  |
| LIBERTY, Â SC Â 29657                           |   |                                      |  |  |
| (City)  | (State)                                     | (Zip)                                |  |  |

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

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                                  |       |
|--|---------------|-----------|----------------------------------|-------|
|  | Director      | 10% Owner | Officer                          | Other |
| Iversen Bernt G II<br>CHAMPION AEROSPACE INC.<br>1230 OLD NORRIS ROAD<br>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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