

Graff Michael
 Form 4
 September 21, 2010

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

OMB APPROVAL

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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)
 09/20/2010

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.01 per share ⁽¹⁾	09/20/2010		A ⁽¹⁾		242	A	\$ 61.9 ⁽¹⁾
Common Stock, par value \$0.01 per share ⁽²⁾							3,388
Common Stock, par value \$0.01 per share							15,422

Common
Stock
(restricted),
par value
\$0.01 per
share ⁽³⁾

787 D

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 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) ⁽⁴⁾	\$ 27.08					09/30/2009 ⁽⁴⁾ 11/17/2018	Common Stock	15,900
Stock Options (right to buy)	\$ 6.68					07/22/2003 07/22/2013	Common Stock, par value \$0.01 per share	26,419
Stock Options (right to buy)	\$ 6.68					07/22/2003 07/22/2013	Common Stock, par value \$0.01 per share	81,677

Reporting Owners

Reporting Owner Name / Address

Relationships

