

TransDigm Group INC
Form 3
March 14, 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 *

Â Henderson Robert S
(Last) (First) (Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)
03/14/2006

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

4. Relationship of Reporting
Person(s) to Issuer

5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

ADELWIGGINS
GROUP,Â 5000 TRIGGS
STREET

(Street)

____ Director ____ 10% Owner
__X__ Officer ____ Other
(give title below) (specify below)
Exc. VP and Pres. (AdelWiggin)

LOS ANGELES,Â CAAÂ 90022

(City) (State) (Zip)

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 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)

**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.**

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)

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

4. Conversion
or Exercise
Price of
Derivative
Security

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

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

Date
Exercisable

Expiration
Date

Title

Amount or
Number of

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				Shares		or Indirect (I) (Instr. 5)	
Stock Options	07/22/2003	01/01/2010	Common Stock	289,115	\$ 2.34	D	Â
Stock Options ⁽¹⁾	09/30/2004	08/05/2013	Common Stock	155,584	\$ 6.68	D	Â
Stock Options ⁽²⁾	08/05/2003	08/05/2013	Comon Stock	38,896	\$ 6.68	D	Â
Stock Options	09/28/2005	01/01/2010	Common Stock	12,491	\$ 13.37	D	Â
Stock Options	09/28/2005	08/05/2013	Common Stock	748	\$ 13.37	D	Â
Stock Options ⁽³⁾	09/30/2006	10/01/2015	Common Stock	23,936	\$ 13.37	D	Â
Stock Options ⁽⁴⁾	10/01/2005	10/01/2015	Common Stock	5,984	\$ 13.37	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Henderson Robert S ADELWIGGINS GROUP 5000 TRIGGS STREET LOS ANGELES, CA 90022	Â	Â	Â Exc. VP and Pres. (AdelWiggin)	Â

Signatures

Deanna M. Campbell, Attorney-in-Fact for Robert S.
Henderson 03/14/2006

__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) Vesting is based on achievement of annual and cumulative performance metrics at 10% for each year from 2004 to 2008, then at 50% in 2008; subject to accelerated vesting upon sales of shares of common stock by certain investors of issuer.
- (2) Vests over time in 20% increments starting on grant date and annually on the next four anniversary dates.
- (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; subject to accelerated vesting upon sales of shares of common stock by certain investors of issuer.
- (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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