

Graff Michael
Form 4
September 23, 2009

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Graff Michael

(Last) (First) (Middle)

450 LEXINGTON AVENUE

(Street)

NY, NY 10017

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

TransDigm Group INC [TDG]

3. Date of Earliest Transaction
(Month/Day/Year)

09/08/2009

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$0.01 per share ⁽¹⁾	09/08/2009		S	5,426 D	\$ 44.4601 ⁽¹⁾ 10,852	I	See footnote ⁽¹⁾
Common Stock, par value \$0.01 per share ⁽¹⁾	09/09/2009		S	5,426 D	\$ 44.939 ⁽¹⁾ 5,426	I	See footnote ⁽¹⁾
Common Stock, par value \$0.01 per share ⁽¹⁾	09/10/2009		S	5,426 D	\$ 45.2427 ⁽¹⁾ 0	I	See footnote ⁽¹⁾

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Common Stock, par value \$0.01 per share ⁽²⁾	09/22/2009	A ⁽²⁾	324	A	\$ 46.22 ⁽²⁾	324	D
Common Stock, par value \$0.01 per share ⁽³⁾						2,778	D
Common Stock, par value \$0.01 per share						15,422	D
Common Stock (restricted), par value \$0.01 per share ⁽⁴⁾						787	D

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

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(9-02)

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) ⁽⁵⁾	\$ 27.08					09/30/2009 ⁽⁵⁾	Common Stock	15,900
Stock Options (right to	\$ 6.68					07/22/2003	Common Stock, par value	26,419

buy)						\$0.01 per share
Stock						Common
Options	\$ 6.68		07/22/2003	07/22/2013		Stock, par
(right to						value
buy)						\$0.01 per share
						81,677

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Graff Michael 450 LEXINGTON AVENUE NY, NY 10017			X	

Signatures

/s/ Michael
Graff 09/23/2009

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) See Exhibit 99.1.
- (2) Receipt of stock in lieu of payment of semi-annual director fee, based on fair market value in accordance with the 2006 Stock Incentive Plan.
- (3) Receipt of stock in lieu of payment of semi-annual director fee, based on fair market value in accordance with the 2006 Stock Incentive Plan.
- (4) Receipt of stock in respect of annual grant of restricted stock to directors with the number of shares determined based on the fair market value of the stock on the date of grant. Subject to forfeiture; forfeiture provisions lapse as to one-third of the stock on each of the first, second and third anniversaries of the date of grant.
- (5) 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.