TransDigm Group INC Form 3 March 14, 2006

## FORM 3

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

**OMB APPROVAL** 

**OMB** Number:

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

January 31, 2005

Estimated average burden hours per

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

**SECURITIES** 

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person \* Statement TransDigm Group INC [TDG] Howley W Nicholas (Month/Day/Year) 03/14/2006 (Last) (First) (Middle) 4. Relationship of Reporting Person(s) to Issuer

TRANSDIGM GROUP INCORPORATED, Â 1301 EAST 9TH STREET, SUITE 3710

(Street)

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

(Check all applicable)

10% Owner \_X\_\_ Director \_X\_\_ Officer Other (give title below) (specify below) CEO and Chairman of Bd.

6. Individual or Joint/Group Filing(Check Applicable Line) \_X\_ Form filed by One Reporting

Person

Form filed by More than One

Reporting Person

### CLEVELAND, OHÂ 44114

(City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)

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

Ownership Form:

4. Nature of Indirect Beneficial Ownership

Direct (D) or Indirect

(Instr. 5)

(Instr. 5)

Â

Common Stock

513,733

D

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)

3. Title and Amount of 1. Title of Derivative 6. Nature of Indirect 2. Date Exercisable and Security **Expiration Date** Securities Underlying Beneficial Ownership Conversion Ownership (Month/Day/Year) (Instr. 4) Derivative Security or Exercise Form of (Instr. 5)

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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	
Stock Options	07/22/2003	01/01/2010	Common Stock	902,928	\$ 2.38	D	Â
Stock Options (1)	09/30/2004	08/05/2013	Common Stock	1,077,120	\$ 6.68	D	Â
Stock Options	08/05/2003	08/05/2013	Common Stock	269,280	\$ 6.68	D	Â
Stock Options	09/28/2005	01/01/2010	Common Stock	61,111	\$ 13.37	D	Â
Stock Options	09/28/2005	08/05/2013	Common Stock	5,236	\$ 13.37	D	Â
Stock Options	07/22/2003	01/01/2010	Common Stock	260,203	\$ 0.79	I	Bratenahl Investments, Ltd.
Stock Options (1)	09/30/2004	08/05/2013	Common Stock	119,680	\$ 6.68	I	Bratenahl Investments, Ltd.
Stock Options	08/05/2003	08/05/2013	Common Stock	29,920	\$ 6.68	I	Bratenahl Investments, Ltd.
Stock Options	09/28/2005	01/01/2010	Common Stock	11,220	\$ 13.37	I	Bratenahl Investments, Ltd.
Stock Options	09/28/2005	08/05/2013	Common Stock	598	\$ 13.37	I	Bratenahl Investments, Ltd.

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
. 9	Director	10% Owner	Officer	Other		
Howley W Nicholas TRANSDIGM GROUP INCORPORATED 1301 EAST 9TH STREET, SUITE 3710 CLEVELAND, OH 44114	ÂX	Â	CEO and Chairman of Bd.	Â		

# **Signatures**

Deanna M. Campbell, Attorney-in-Fact for W Nicholas Howley 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).

Reporting Owners 2

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(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.

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.