TransDigm Group INC Form 3/A April 10, 2007

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

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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 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement TransDigm Group INC [TDG] Maroney Sean P (Month/Day/Year) 04/10/2007 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) TRANSDIGM GROUP 04/21/2006 (Check all applicable) INCORPORATED, Â 1301 EAST 9TH STREET, SUITE 10% Owner Director 3710 _X__ Officer Other (give title below) (specify below) (Street) 6. Individual or Joint/Group Dir. of Corporate Accounting Filing(Check Applicable Line) _X_ Form filed by One Reporting Person CLEVELAND, OHÂ 44114 Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 4. Nature of Indirect Beneficial 1. Title of Security 2. Amount of Securities Beneficially Owned Ownership Ownership (Instr. 4) (Instr. 4) (Instr. 5) Form: Direct (D) or Indirect (Instr. 5) Â Common Stock (1) D 200 Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) owned directly or indirectly. Persons who respond to the collection of information contained in this form are not

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

required to respond unless the form displays a

currently valid OMB control number.

1. Title of Derivative Security
2. Date Exercisable and (Instr. 4)

Expiration Date (Month/Day/Year)

Conversion Ownership or Exercise

Ownership

Ownership

Ownership

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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)	(Instr. 5)
Stock Options (2)	03/20/2006	10/01/2015	Common Stock	14,960	\$ 13.37	D	Â
Stock Options (3)	10/01/2005	10/01/2015	Common	3,740	\$ 13.37	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships				
coporting of their rame, rame and	Director	10% Owner	Officer	Other	
Maroney Sean P TRANSDIGM GROUP INCORPORATED 1301 EAST 9TH STREET, SUITE 3710 CLEVELAND Â OHÂ 44114	Â	Â	Dir. of Corporate Accounting	Â	

Signatures

Halle F. Terrion, attorney-in-fact for Sean P.
Maroney

04/10/2007

**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) These shares were inadvertently omitted from the filing person's original Form 3.
 - Vesting is based on achievement of annual and cumulative performance metrics. 11.84% of such options vest each year from 2007-2008, then 35.51% vest in 2008. On March 20, 2006, 27.02% of such options vested in accordance with provisions for accelerated vesting upon
- (2) sales of shares of common stock by certain investors of issuer. During the first quarter of 2007, an additional 13.79% of such options vested in accordance with such accelerated vesting provisions. This disclosure updates and corrects footnote 1 of the filing person's original Form 3.
- (3) Options vest over time in 25% increments starting on grant date and annually on the next three 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. 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.

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