

TransDigm Group INC
Form 4
May 30, 2008

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Iversen Bernt G II

(Last) (First) (Middle)

CHAMPION AEROSPACE
LLC, 1230 OLD NORRIS ROAD

(Street)

LIBERTY, SC 29657

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
05/30/2008

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)
Pres., Champion Aerospace LLC

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)
			Code	Amount	(A) or (D) Price		
Common Stock	05/30/2008		M	5,700	A \$ 6.68	5,700	D
Common Stock	05/30/2008		S	200	D \$ 42.6	5,500	D
Common Stock	05/30/2008		S	94	D \$ 42.66	5,406	D
Common Stock	05/30/2008		S	6	D \$ 42.68	5,400	D
Common Stock	05/30/2008		S	100	D \$ 42.75	5,300	D

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Common Stock	05/30/2008	S	100	D	\$ 42.76	5,200	D
Common Stock	05/30/2008	S	100	D	\$ 42.77	5,100	D
Common Stock	05/30/2008	S	100	D	\$ 42.78	5,000	D
Common Stock	05/30/2008	S	100	D	\$ 42.86	4,900	D
Common Stock	05/30/2008	S	100	D	\$ 42.964	4,800	D
Common Stock	05/30/2008	S	400	D	\$ 43	4,400	D
Common Stock	05/30/2008	S					

Item
5 Ownership of
Five Percent or
Less of a Class.

Not Applicable.

X This statement
is being filed to
report the fact
that, as of the
date of this
report, the
reporting
person(s) has
(have) ceased to
be the beneficial
owner of more
than five percent
of the class of
securities.

Item
6 Ownership of
More than Five
Percent on Behalf
of Another

Person

(1) Price Associates does not serve as custodian of the assets of any of its clients; accordingly, in each instance only the client or the client's custodian or trustee bank has the right to receive dividends paid with respect to, and proceeds from the sale of, such securities.

The ultimate power to direct the receipt of dividends paid with respect to, and the proceeds from the sale of, such securities, is vested in the individual and institutional clients which Price Associates serves as investment adviser. Any and all discretionary authority which has been delegated to Price Associates may be revoked in whole or in part at any time.

Except as may be indicated if this is a joint filing with one of the registered investment companies sponsored by Price Associates which it also serves as investment adviser ("T. Rowe Price Funds"), not more than 5% of the class of such securities is owned by any one client subject to the investment advice of Price Associates.

(2) With respect to securities owned by any one of the T. Rowe Price Funds, only State Street Bank and Trust Company, as custodian for each of such Funds, has the right to receive dividends paid with respect to, and proceeds from the sale of, such securities. No other person is known to have such right, except that the shareholders of

each such Fund
participate
proportionately in
any dividends
and distributions
so paid.

Item
7 Identification
and Classification
of the Subsidiary
Which Acquired
the Security
Being Reported
on By the Parent
Holding
Company.

Not Applicable.

Item
8 Identification
and Classification
of Members of
the Group.

Not Applicable.

SCHEDULE 13G

PAGE 5 OF 5

Item 9 Notice of
Dissolution of
Group.

Not Applicable.

Item
10 Certification.

By signing below
I (we) certify
that, to the best of
my (our)
knowledge and
belief, the
securities referred
to above were
acquired in the
ordinary course
of business and
were not acquired
for the purpose of
and do not have
the effect of
changing or
influencing the
control of the
issuer of such
securities and
were not acquired
in connection
with or as a
participant in any
transaction
having such
purpose or effect.
T. Rowe Price

Associates, Inc.
hereby declares
and affirms that
the filing of
Schedule 13G
shall not be
construed as an
admission that
Price Associates
is the beneficial
owner of the
securities referred
to, which
beneficial
ownership is
expressly denied.

Signature.

After reasonable
inquiry and to the
best of my (our)
knowledge and
belief, I (we)
certify that the
information set
forth in this
statement is true,
complete and
correct.

Dated: February
14, 2012

T. ROWE PRICE
ASSOCIATES,
INC.

By: /s/ David
Oestreicher

David
Oestreicher, Vice
President

Note: This
Schedule 13G,
including all
exhibits, must be
filed with the
Securities and
Exchange
Commission, and
a copy hereof
must be sent to
the issuer by
registered or
certified mail not
later than
February 14th
following the
calendar year
covered by the
statement or
within the time
specified in Rule
13d-1(b)(2), if
applicable.

12/31/2011

>S 400 D \$ 43.33 1,600 D Common Stock05/30/2008 S 200 D \$ 43.35 1,400 D Common Stock05/30/2008 S
200 D \$ 43.38 1,200 D Common Stock05/30/2008 S 200 D \$ 43.39 1,000 D Common Stock05/30/2008 S 200

D \$ 43.41 800 D

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

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.

SEC 1474
(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 (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 Option	\$ 6.68	05/30/2008		M	5,700	09/30/2004 08/05/2013	Common Stock	5,700

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Iversen Bernt G II CHAMPION AEROSPACE LLC 1230 OLD NORRIS ROAD LIBERTY, SC 29657			Pres., Champion Aerospace LLC	

Signatures

Halle Fine Terrion as attorney in fact for Bernt G. Iversen II 05/30/2008

__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).

Remarks:

All transactions reported hereunder made pursuant to an established 10b5-1 plan.

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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