

Howley W Nicholas  
 Form 4  
 July 02, 2012

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

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**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 \*  
 Howley W Nicholas

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 1301 EAST NINTH STREET, SUITE 3000  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 06/28/2012

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Chief Executive Officer

CLEVELAND, OH 44114  
 (City) (State) (Zip)

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

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	06/28/2012		M		33,000 A \$ 6.68	33,000	D
Common Stock	06/28/2012		S		27,673 D \$ 126.9484	5,327	D
Common Stock	06/28/2012		S		4,827 D \$ 127.5411	500	D
Common Stock	06/28/2012		S		500 D \$ 128.906	0	D
	06/28/2012		M		2,500 A \$ 6.68	2,500	I

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Common Stock									Bratenahl Capital Partners, Ltd.
Common Stock	06/28/2012	S	2,100	D	\$ 126.9417 (4)	400		I	Bratenahl Capital Partners, Ltd.
Common Stock	06/28/2012	S	300	D	\$ 127.6933 (5)	100		I	Bratenahl Capital Partners, Ltd.
Common Stock	06/28/2012	S	100	D	\$ 128.81	0		I	Bratenahl Capital Partners, Ltd.

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 6.68	06/28/2012		M	33,000	08/05/2003	08/05/2013	Common Stock	33,000
Stock Option	\$ 6.68	06/28/2012		M	2,500	08/05/2003	08/05/2013	Common Stock	2,500

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director    10% Owner    Officer    Other

Howley W Nicholas  
1301 EAST NINTH STREET  
SUITE 3000  
CLEVELAND, OH 44114

X

Chief Executive Officer

## Signatures

Halle Fine Terrion as attorney in fact for W. Nicholas  
Howley

07/02/2012

\_\_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).
  - Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$126.33 - \$127.32.
  - (1) The reporting person hereby undertakes, upon request of the Commission, the issuer or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price.
  - Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$127.33 - \$127.95.
  - (2) The reporting person hereby undertakes, upon request of the Commission, the issuer or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price.
  - Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$128.49 - \$129.25.
  - (3) The reporting person hereby undertakes, upon request of the Commission, the issuer or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price.
  - Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$126.46 - \$127.37.
  - (4) The reporting person hereby undertakes, upon request of the Commission, the issuer or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price.
  - Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$127.37 - \$127.95.
  - (5) The reporting person hereby undertakes, upon request of the Commission, the issuer or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price.

### 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. 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.