SEC Form	4
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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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL										
OMB Number:	3235-0287									
Estimated average burden										
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1. Name and Address of Reporting Person [*] Howley W Nicholas			2. Issuer Name and Ticker or Trading Symbol <u>TransDigm Group INC</u> [TDG]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
				X	Director	10% Owner			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Dav/Year)	X	Officer (give title below)	Other (specify below)			
1301 EAST NINTH STREET		(12/11/2015		Chief Executive (Officer			
SUITE 3000									
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line)	idual or Joint/Group Filing	(Check Applicable			
CLEVELAND	ОН	44114		X	Form filed by One Repor	ting Person			
					Form filed by More than Person	One Reporting			
(City)	(State)	(Zip)							

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. Transa Code (8)		4. Securities Disposed Of			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock	12/11/2015		м		20,000	A	\$82.67	20,000	I	Bratenah Capital Partners, Ltd.
Common Stock	12/11/2015		S		4,728	D	\$222.993 ⁽¹⁾	15,272	I	Bratenah Capital Partners, Ltd.
Common Stock	12/11/2015		s		9,957	D	\$223.858 ⁽²⁾	5,315	I	Bratenah Capital Partners, Ltd.
Common Stock	12/11/2015		S		1,800	D	\$224.8334 ⁽³⁾	3,515	I	Bratenah Capital Partners, Ltd.
Common Stock	12/11/2015		S		1,200	D	\$225.8847 ⁽⁴⁾	2,315	I	Bratenah Capital Partners, Ltd.
Common Stock	12/11/2015		S		715	D	\$227.004 ⁽⁵⁾	1,600	I	Bratenah Capital Partners, Ltd.
Common Stock	12/11/2015		S		1,500	D	\$228.096 ⁽⁶⁾	100	I	Bratenah Capital Partners, Ltd.
Common Stock	12/11/2015		s		100	D	\$228.91	0	I	Bratenah Capital Partners, Ltd.

(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security 2. 3. Transaction Date 3A. Deemed 4. 5. Number of Transaction Date 6. Date Exercise 0 reveals of Derivative Security 0 reveals of Derivative Security 9 rice of Derivative Security 1.	d 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)
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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	Code V GANUMEDER Transaction of Code (Instr. Derivative			vative urities urities uired or oosed o) (Instr.	Expiration Date of Securities (Month/Day/Year) Underlying				9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
Stock Option	\$82.67	12/11/2015	 Code M	- v	(A)	(D) 20,000	Date Exercisable 09/30/2014	Expiration Date 03/04/2021	Title Common Stock	Amount or Number of Shares 20,000	\$0.00	18,924	I	Bratenahl Capital Partners, Ltd.

Explanation of Responses:

1. Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$224.40 - \$223.38. 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.

2. Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$223.45 - \$224.37. 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.

3. Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$224.48 - \$225.23. 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.

4. Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$225.59 - \$226.25. 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.

5. Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$226.77 - \$227.51. 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.

6. Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$227.88 - \$228.56. 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:

<u>Halle Fine Terrion as attorney</u> <u>in fact for Bratenahl Capital</u> <u>Partners LTD.</u>

12/15/2015

** Signature of Reporting Person Date

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

 * 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).

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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