Common Stock

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FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

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OMB APPROVAL OMB Number: 3235-0287 Estimated average burden

Henderson

Family Trust U/A/D 3/29/2007 The Bob and Kathleen Henderson

Family Trust U/A/D 3/29/2007 The Bob and Kathleen Henderson

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Family Trust U/A/D 3/29/2007

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Section 16. Form		STATEMEN	IT OF CHAN	GES	IN I	BENEFI	CIAL	OWNE	ERSH	IIP	Estim	Number: nated average but	- 11		
obligations may of Instruction 1(b).	continue. See		Filed	d pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940											
1. Name and Address of Reporting Person*  Henderson Robert S				2. Issuer Name and Ticker or Trading Symbol  TransDigm Group INC [ TDG ]  5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner  Officer (give title Other (specif						Owner					
(Last) (First) (Middle) TRANSDIGM INC. 35 NORTH LAKE AVENUE SUITE 920				3. Date of Earliest T 02/24/2021	ransact	ion (M	lonth/Day/Yea	ur)	X Officer (give title Offier (specify below)  Exec.V.P.						
				4. If Amendment, D	ate of C	riginal	l Filed (Month	/Day/Ye	ar)	6. Individual or Joint/Group Filing (Check Applicable Line)					
(Street)				X Form filed by One Reporting Person											
PASADENA	CA	9110	)1								Form filed by More than One Reporting Person				
(City)	(State)	(Zip)													
	Tal	ole I	- Non-Deriva	tive Securities	Acqu	ired,	, Disposed	of, o	r Benefi	cially	Owned				
1. Title of Security (Instr. 3)  2. Transaction Date (Month/Day/Yea				2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transa Code ( 8)			(D) (Instr. 3, 4 and 5) Securitie Benefici Owned F			5. Amount of Securities Beneficially Owned Follow Reported	Form: Direct (D) or Indirect		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
					Code	v	Amount	(A) or (D)	Price		Transaction(s (Instr. 3 and 4)			(1113ti. 4)	
														The Bob and Kathleen	

10,000

642

1,000

1,345

900

D

D

S

S

D

\$191.79

\$608.8903(1)

\$609.7621(2)

\$610.8425(3)

\$613.1936(4)

10,000

9,358

8,358

7,013

6,113

1. Title of Security (Instr. 3)	Table I - Non-Derivat  2. Transaction	2A. Deemed	3.		4. Securities	Acquire	d (A) or Disposed	5. Amount of	6. Ownership	7. Nature of
1. The of Security (instit. 3)	Date (Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transa Code 8)	action (Instr.	Of (D) (Instr.	. 3, 4 and	5)	Securities Beneficially Owned Following Reported	Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect Beneficial Ownership (Instr. 4)
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(,
Common Stock	02/24/2021		S		1,190	D	\$614.3757 <sup>(5)</sup>	4,923	I	The Bob and Kathleen Henderso Family Trust U/A/D 3/29/2007
Common Stock	02/24/2021		S		200	D	\$614.955 <sup>(6)</sup>	4,723	I	The Bob and Kathleen Henderso Family Trust U/A/D 3/29/2007
Common Stock	02/24/2021		S		200	D	\$616.216 <sup>(7)</sup>	4,523	I	The Bob and Kathleen Henderso Family Trust U/A/D 3/29/2007
Common Stock	02/24/2021		S		196	D	\$617.5711(8)	4,327	I	The Bob and Kathleen Henderso Family Trust U/A/D 3/29/2007
Common Stock	02/24/2021		S		252	D	\$619.4421 <sup>(9)</sup>	4,075	I	The Bob and Kathleen Henderso Family Trust U/A/D 3/29/2007
Common Stock	02/24/2021		S		100	D	\$620.335 <sup>(10)</sup>	3,975	I	The Bob and Kathleen Henderso Family Trust U/A/D 3/29/2007
Common Stock	02/24/2021		S		3,465	D	\$624.4843(11)	510	I	The Bob and Kathleen Henderso Family Trust U/A/D 3/29/2007
Common Stock	02/24/2021		S		510	D	\$624.6692 <sup>(12)</sup>	0	I	The Bob and Kathleen Henderso Family Trust U/A/D 3/29/2007

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)	Able me Deriv Execution Date, if any (e.g., (Month/Day/Year)	pours (	Secu ection (Galls	DAM Secu Acq (A) o Disp	Micants urities uired or oosed	டிர <b>்ஷ்</b> நேடித் Expiration Da ,( <b>டிருள்</b> மாத்தி)	ස්වේ§ed°of, ශ්ලෙnvertil	or Bean of Securiti நெக்குநி Derivative (Instr. 3 ar	Security	Owice of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
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. Transa Code ( 8)		Deri Seci Acq (A) (	vative urities uritied uritied or osed	Expiration Date (Month/Day/Year)  Date Expiration		7. Title and Amount of Securities Underlying Security (Instr. 3 and Number of Title Shares		ecurities erlying vative Security tr. 3 and 45 Number of		10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
Stock Option	\$191.79	02/24/2021		M Code	v	3, 4 (A)	10,000 (D)	09/30/2015 Date Exercisable	11/13/2024 Expiration Date	Common Stock Title	Amount or 10,000 Shares	\$0.00	(Instr. 4) 122,000	I	The Bob and Kathleen Henderson Family Trust
															U/A/D 3/29/2007

## **Explanation of Responses:**

- 1. Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$608.45 \$609.43. 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 \$609.45 \$610.19. 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 \$610.485 \$611.15. 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 \$612.87 \$613.69. 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 \$613.89 \$614.805. 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 \$614.90 \$615.01. 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.
- 7. Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$615.99 \$616.44. 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.
- 8. Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$617.505 \$617.64. 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.
- 9. Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$619.13 \$619.96. 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.
- 10. Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$620.28 \$620.39 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.
- 11. Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$623.51 \$624.505. 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.
- 12. Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$624.51 \$624.98. 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:

Halle Martin as Attorney in fact for Robert Henderson

\*\* 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.

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 Number.