

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed 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* <u>Howley W Nicholas</u>  (Last) (First) (Middle) <u>1301 EAST NINTH STREET</u>  (Street) <u>CLEVELAND OH 44114</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>TransDigm Group INC [ TDG ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/16/2024</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
Rule 10b5-1(c) Transaction Indication <input checked="" type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		

**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	V	Amount	(A) or (D)	Price			
Common Stock	01/16/2024		M		3,530	A	\$172.84 <sup>(1)</sup>	25,077.513	I	W. Nicholas Howley Family Trust u/a/d 4/23/99
Common Stock	01/16/2024		S		177	D	\$1,018.0485 <sup>(2)</sup>	24,900.513	I	W. Nicholas Howley Family Trust u/a/d 4/23/99
Common Stock	01/16/2024		S		542	D	\$1,018.9414 <sup>(3)</sup>	24,358.513	I	W. Nicholas Howley Family Trust u/a/d 4/23/99
Common Stock	01/16/2024		S		691	D	\$1,019.8656 <sup>(4)</sup>	23,667.513	I	W. Nicholas Howley Family Trust u/a/d 4/23/99
Common Stock	01/16/2024		S		307	D	\$1,020.8043 <sup>(5)</sup>	23,360.513	I	W. Nicholas Howley Family Trust u/a/d 4/23/99
Common Stock	01/16/2024		S		286	D	\$1,023.232 <sup>(6)</sup>	23,074.513	I	W. Nicholas Howley Family Trust u/a/d 4/23/99

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			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/16/2024		S		300	D	\$1,024.3953 <sup>(7)</sup>	22,774.513	I	W. Nicholas Howley Family Trust u/a/d 4/23/99
Common Stock	01/16/2024		S		210	D	\$1,025.231 <sup>(8)</sup>	22,564.513	I	W. Nicholas Howley Family Trust u/a/d 4/23/99
Common Stock	01/16/2024		S		372	D	\$1,026.3271 <sup>(9)</sup>	22,192.513	I	W. Nicholas Howley Family Trust u/a/d 4/23/99
Common Stock	01/16/2024		S		246	D	\$1,027.2295 <sup>(10)</sup>	21,946.513	I	W. Nicholas Howley Family Trust u/a/d 4/23/99
Common Stock	01/16/2024		S		77	D	\$1,028.2057 <sup>(11)</sup>	21,869.513	I	W. Nicholas Howley Family Trust u/a/d 4/23/99
Common Stock	01/16/2024		S		3	D	\$1,028.98	21,866.513	I	W. Nicholas Howley Family Trust u/a/d 4/23/99
Common Stock	01/16/2024		S		319	D	\$1,022.0219 <sup>(12)</sup>	21,547.513	I	W. Nicholas Howley Family Trust u/a/d 4/23/99

**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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option	\$172.84 <sup>(1)</sup>	01/16/2024		M		3,530		09/30/2019	11/06/2025	Common Stock	3,530	\$0	36,324	I	W. Nicholas Howley Family Trust u/a/d 4/23/99

Explanation of Responses:

1. The exercise price has been adjusted for dividends declared since August 1, 2022.
2. Price reported constitutes the average weighted price of shares purchased. Shares were purchased at varying prices in the range of \$1,017.42 - \$1,018.41. 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 purchased at each separate price.
3. Price reported constitutes the average weighted price of shares purchased. Shares were purchased at varying prices in the range of \$1,018.46 - \$1,019.44. 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 purchased at each separate price.
4. Price reported constitutes the average weighted price of shares purchased. Shares were purchased at varying prices in the range of \$1,019.52 - \$1,020.5050. 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 purchased at each separate price.
5. Price reported constitutes the average weighted price of shares purchased. Shares were purchased at varying prices in the range of \$1,020.55 - \$1,021.23. 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 purchased at each separate price.
6. Price reported constitutes the average weighted price of shares purchased. Shares were purchased at varying prices in the range of \$1,022.75 - \$1,023.73. 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 purchased at each separate price.
7. Price reported constitutes the average weighted price of shares purchased. Shares were purchased at varying prices in the range of \$1,023.75 - \$1,024.74. 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 purchased at each separate price.
8. Price reported constitutes the average weighted price of shares purchased. Shares were purchased at varying prices in the range of \$1,024.79 - \$1,025.70. 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 purchased at each separate price.
9. Price reported constitutes the average weighted price of shares purchased. Shares were purchased at varying prices in the range of \$1,025.82 - \$1,026.77. 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 purchased at each separate price.
10. Price reported constitutes the average weighted price of shares purchased. Shares were purchased at varying prices in the range of \$1,026.82 - \$1,027.5550. 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 purchased at each separate price.
11. Price reported constitutes the average weighted price of shares purchased. Shares were purchased at varying prices in the range of \$1,027.95 - \$1,028.43. 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 purchased at each separate price.
12. Price reported constitutes the average weighted price of shares purchased. Shares were purchased at varying prices in the range of \$1,021.5750 - \$1,022.49. 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 purchased at each separate price.

/s/ Gabrielle Feuer as attorney-  
in-fact 01/18/2024

\*\* 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.**