

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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).

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) 1301 EAST NINTH STREET SUITE 3000 _____ (Street) CLEVELAND OH 44114 _____ (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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Exec. Chairman of the Board</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/23/2019</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/14/2020		G	V	8,262	A	\$0.00	8,262	I	The Howley Family Foundation
Common Stock	08/23/2019		J <sup>(1)</sup>		1,501.862	A	\$534.04	28,236.862	I	W. Nicholas Howley Family Trust u/a/d 4/23/99
Common Stock	01/07/2020		J <sup>(1)</sup>		1,572.651	A	\$583.54	29,809.513	I	W. Nicholas Howley Family Trust u/a/d 4/23/99
Common Stock	12/14/2020		G	V	8,262	D	\$0.00	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					

**Explanation of Responses:**

1. Shares were acquired pursuant to a broker automatic dividend reinvestment feature. Mr. Howley has disgorged profits related to the acquisitions on August 23, 2019 and January 7, 2020 and matched sales in excess of the purchase prices reported herein to the Company pursuant to Section 16(b). The total amount received by the Company from Mr. Howley was \$288,380.03.

**Remarks:**

Halle Terrion as attorney in fact for W. Nicholas Howley 03/12/2021

\*\* 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.

