

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

OMB APPROVAL	
OMB Number:	3235-0287
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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) Chief Executive Officer		
			3. Date of Earliest Transaction (Month/Day/Year) 12/05/2016					
			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 <input type="checkbox"/> 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

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	\$27.08	12/05/2016		G	V		136,700	09/30/2009	11/17/2018	Common Stock	136,700	\$0.00	0	D	
Stock Option	\$82.67	12/05/2016		G	V		410,000	09/30/2014	03/04/2021	Common Stock	410,000	\$0.00	0	D	
Stock Option	\$130.09	12/05/2016		G	V		350,000	09/30/2016	11/19/2022	Common Stock	350,000	\$0.00	0	D	
Stock Option	\$191.79	12/05/2016		G	V		156,190	09/30/2019	11/13/2024	Common Stock	156,190	\$0.00	0	D	
Stock Option	\$226.34	12/05/2016		G	V		133,517	09/30/2019	11/06/2025	Common Stock	133,517	\$0.00	0	D	
Stock Option	\$230.72	12/05/2016		G	V		45,912	09/30/2016	12/10/2025	Common Stock	45,912	\$0.00	0	D	
Stock Option	\$27.08	12/05/2016		G	V	136,700		09/30/2009	11/17/2018	Common Stock	136,700	\$0.00	136,700	I	W. Nicholas Howley Family Trust u/a/d 4/23/99
Stock Option	\$82.67	12/05/2016		G	V	410,000		09/30/2014	03/04/2021	Common Stock	410,000	\$0.00	410,000	I	W. Nicholas Howley Family Trust u/a/d 4/23/99
Stock Option	\$130.09	12/05/2016		G	V	350,000		09/30/2016	11/19/2022	Common Stock	350,000	\$0.00	350,000	I	W. Nicholas Howley Family Trust u/a/d 4/23/99
Stock Option	\$191.79	12/05/2016		G	V	156,190		09/30/2019	11/13/2024	Common Stock	156,190	\$0.00	156,190	I	W. Nicholas Howley Family Trust u/a/d 4/23/99
Stock Option	\$226.34	12/05/2016		G	V	133,517		09/30/2019	11/06/2025	Common Stock	133,517	\$0.00	133,517	I	W. Nicholas Howley Family Trust u/a/d 4/23/99
Stock Option	\$230.72	12/05/2016		G	V	45,912		09/30/2016	12/10/2025	Common Stock	45,912	\$0.00	45,912	I	W. Nicholas Howley Family Trust u/a/d 4/23/99

Explanation of Responses:

Remarks:

Form 4 filed solely to change ownership from direct to indirect beneficial ownership.

Halle Fine Terrion as attorney in
fact for W. Nicholas Howley. 12/05/2016

** 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.