

**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) <b>Chief Executive Officer</b>
	3. Date of Earliest Transaction (Month/Day/Year) 05/29/2012	
	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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/29/2012		M		33,000	A	\$6.68	33,000	D	
Common Stock	05/29/2012		S		24,420	D	\$124.0614 <sup>(1)</sup>	8,580	D	
Common Stock	05/29/2012		S		8,243	D	\$125.0109 <sup>(2)</sup>	337	D	
Common Stock	05/29/2012		S		337	D	\$125.9743 <sup>(3)</sup>	0	D	
Common Stock	05/29/2012		M		2,500	A	\$6.68	2,500	I	Bratenahl Capital Partners, Ltd.
Common Stock	05/29/2012		S		1,905	D	\$124.0825 <sup>(4)</sup>	595	I	Bratenahl Capital Partners, Ltd.
Common Stock	05/29/2012		S		595	D	\$125.1664 <sup>(5)</sup>	0	I	Bratenahl Capital Partners, Ltd.

**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	\$6.68	05/29/2012		M			10,623	09/30/2004	08/05/2013	Common Stock	10,623	\$0.00	0	D	
Stock Option	\$6.68	05/29/2012		M			22,377	08/05/2003	08/05/2013	Common Stock	22,377	\$0.00	116,903	D	
Stock Option	\$6.68	05/29/2012		M			680	09/30/2004	08/05/2013	Common Stock	680	\$0.00	0	I	Bratenahl Capital Partners, Ltd.
Stock Option	\$6.68	05/29/2012		M			1,812	08/05/2003	08/05/2013	Common Stock	1,812	\$0.00	6,947	I	Bratenahl Capital Partners, Ltd.

**Explanation of Responses:**

- Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$123.66 - \$124.65. 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.
- Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$124.66 - \$125.61. 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 \$125.77 - \$126.09. 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 \$123.74 - \$124.66. 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 \$124.94 - \$125.35. 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:**

All transactions reported hereunder made pursuant to an established 10b5-1 plan.

Halle Fine Terrion as attorney  
in fact for W. Nicholas Howley. 05/31/2012

\*\* 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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