

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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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>Leary John F</u> (Last) (First) (Middle) <u>C/O HARTWELL CORPORATION</u> <u>900 RICHFIELD RD</u> (Street) <u>PLACENTIA CA</u> <u>92870</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>05/31/2012</u>	3. Issuer Name and Ticker or Trading Symbol <u>TransDigm Group INC [TDG]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Executive Vice President</u>	5. 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	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Option	09/30/2004	08/05/2013	Common Stock	8,664	6.68	D	
Stock Option	08/05/2003	08/05/2013	Common Stock	38,896	6.68	D	
Stock Option	09/28/2005	08/05/2013	Common Stock	748	13.37	D	
Stock Option	09/30/2009 ⁽¹⁾	11/17/2018	Common Stock	60,000	27.08	D	
Stock Option	09/30/2011 ⁽²⁾	04/27/2021	Common Stock	12,000	80.8	D	
Stock Option	09/30/2012 ⁽³⁾	11/14/2021	Common Stock	45,500	97.42	D	

Explanation of Responses:

- Vest based on the achievement of annual and cumulative per share operating performance targets between fiscal 2009 and fiscal 2013.
- Vest based on the achievement of annual per share operating performance targets between fiscal 2014 and fiscal 2015.
- Vest based on the achievement of annual and cumulative per share operating performance targets between fiscal 2012 and fiscal 2016.

Remarks:

Halle Fine Terrion as attorney 06/05/2012
in fact for John Leary

** 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 5 (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.