FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

OMB Number: 3235-0287

Estimated average burden hours per response: 0.5

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

I. Name and Address of Reporting Person* Howley W Nicholas		2. Issuer Name and TransDigm C 3. Date of Earliest 07/15/2024	<u> Froup</u>	INC	[TDG]	5. Relat (Check	tionship of Reporting all applicable) Director Officer (give title below)	10% C	Owner (specify						
(Last) (First) (Mid 1350 EUCLID AVE SUITE 1600 Street)	4. If Amendment, D	ate of C	Origina	al Filed (Month	6. Indivi	idual or Joint/Group Form filed by One Form filed by More Person	applicable								
CLEVELAND OH 441		Rule 10b5-1(c) Transaction Indication													
(City) (State) (Zip)	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-Derivat	ive Securities	Acqu	ired	, Dispose	d of, o	r Benefic	cially (Owned						
I. 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 Disport (D) (Instr. 3, 4 and 5)			Securities Beneficially Owned Following Reported		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)				
			Code	٧	Amount	(A) or (D)	Price		Transaction(s) (Instr. 3 and 4)						
Common Stock	07/15/2024		М		5,472	A	\$215.9)2 ⁽¹⁾	27,019.513	I	W. Nicholas Howley Family Trust u/a/d 4/23/99				
Common Stock	07/15/2024		S		130	D	\$1,234.4	438 ⁽²⁾	26,889.513	I	W. Nicholas Howley Family Trust u/a/d 4/23/99				
Common Stock	07/15/2024		S		392	D	\$1,236.2	953 ⁽³⁾	26,497.513	I	W. Nicholas Howley Family Trust u/a/d 4/23/99				
Common Stock	07/15/2024		S		520	D	\$1,237.0	329(4)	25,977.513	I	W. Nicholas Howley Family Trust u/a/d 4/23/99				
Common Stock	07/15/2024		S		422	D	\$1,238.1	769 ⁽⁵⁾	25,555.513	I	W. Nicholas Howley Family Trust u/a/d 4/23/99				
Common Stock	07/15/2024		S		136	D	\$1,239.0	315(6)	25,419.513	I	W. Nicholas Howley Family Trust u/a/d 4/23/99				

Table	l - Non-Derivat	tive Securities	Acqu	iired	, Dispose	d of, o	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	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Ownership
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock	07/15/2024		S		343	D	\$1,240.5427 ⁽⁷⁾	25,076.513	I	W. Nicholas Howley Family Trust u/a/d 4/23/99
Common Stock	07/15/2024		S		372	D	\$1,241.8385(8)	24,704.513	I	W. Nicholas Howley Family Trust u/a/d 4/23/99
Common Stock	07/15/2024		М		399	D	\$1,242.8709(9)	24,305.513	I	W. Nicholas Howley Family Trust u/a/d 4/23/99
Common Stock	07/15/2024		S		916	D	\$1,244.0689(10)	23,389.513	I	W. Nicholas Howley Family Trust u/a/d 4/23/99
Common Stock	07/15/2024		S		712	D	\$1,244.8865(11)	22,677.513	I	W. Nicholas Howley Family Trust u/a/d 4/23/99
Common Stock	07/15/2024		S		320	D	\$1,245.9688(12)	22,357.513	I	W. Nicholas Howley Family Trust u/a/d 4/23/99
Common Stock	07/15/2024		S		309	D	\$1,246.7713(13)	22,048.513	I	W. Nicholas Howley Family Trust u/a/d 4/23/99
Common Stock	07/15/2024		S		366	D	\$1,248.2511(14)	21,682.513	I	W. Nicholas Howley Family Trust u/a/d 4/23/99
Common Stock	07/15/2024 ble II - Derivativ		S		135	D	\$1,248.9037 ⁽¹⁵⁾	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 7 Date (Month/Day/Year)	a Ne demonstrate, Execution Date, if any (e.g., (Month/Day/Year)	ative Transa Oction, (8)	Secu ection Galls	Securities Acquired (A) or Disposed		රෝ Pet Pols Expiration Da (MDPM DB)ව (jsdsed of feepnverti	OF Beneficially Amount of Secsage urities) Underlying Derivative Security (Instr. 3 and 4)		Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
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. Transa Code (6. Date Exercisable and Expiration Date (Month/Day/Year) Date Expiration Exercisable Date		7. Title and Amount of Securities Underlying Derivative Seconty. (Instr. 3 and 04) Number of Title Shares		8. Price of Derivative Security (Instr. 5)	Sranaacie w(s) (lestrative 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)
Stock Option	\$215.92 ⁽¹⁾	07/15/2024		M Code	v	(A)	L_('	09/30/2017 Date Exercisable	11/10/2026 Expiration Date		Amount 5,472 of Shares	\$0	30,944	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 sold. Shares were sold at varying prices in the range of \$1,234.2500 \$1,235.1550. 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 \$1,236.5650. 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 \$1,236.6900 \$1,237.6400. 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 \$1,237.8400 \$1,238.5800. 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.
- 6. Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$1,238.8550 \$1,239.8000. 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.
- 7. Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$1,240.0000 \$1,240.7500. 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.
- 8. Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$1,241.3000 \$1,242.2800. 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.
- 9. Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$1,242.3600 \$1,243.1800. 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.

 10. Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$1,243.4800 \$1,244.4600. 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.

 11. Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$1,244.4900 \$1,245.3550. 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.
- 12. Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$1,245.5800 \$1,246.5500. 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.

 13. Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$1,246.6400 \$1,247.0150. 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.
- 14. Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$1,247.7750 \$1,248.6500. 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.
- 15. Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$1,248.8400 \$1,249.0900. 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.

/s/ Gabrielle Feuer as attorneyin-fact 07/16/2024
*** 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.