Common Stock

Common Stock

Common Stock

Common Stock

Common Stock

FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

vaoriingtor	i, D.O. 200 i	· ·	

OMB APPROVAL OMB Number: 3235-0287

> Nicholas Howley

Family

Family Trust u/a/d 4/23/99 W. Nicholas Howley

Family Trust u/a/d 4/23/99 W. Nicholas Howley

Family Trust u/a/d 4/23/99 W. Nicholas Howley

Family Trust u/a/d 4/23/99

Trust u/a/d 4/23/99 W. Nicholas Howley

I

I

Ι

Ι

Check this box if no longer subject to

	orm 4 or Form 5 ay continue. See			ursuant to Section 1 or Section 30(h) of t						ll.	Estimated average bur hours per response:	0.5
1. Name and Address of Reporting Person*  Howley W Nicholas				2. Issuer Name and Ticker or Trading Symbol TransDigm Group INC [ TDG ]						5. Relationship of Reporting Person(s) to Issue (Check all applicable)  X Director 10% Own		
	(First) INTH STREET		3. Date of Earliest Transaction (Month/Day/Year) 03/15/2023						Officer (give below)	title Othe below	er (specify w)	
(Street) CLEVELAND	4	4. If Amendment, Date of Original Filed (Month/Day/Year)						6. Individual or Joint/Group Filing (Check Applicabl Line)     X Form filed by One Reporting Person     Form filed by More than One Reporting Person				
(City)	(State)	(Zip)	Non-Derivati	ve Securities /	Acqui	red,	Disposed	of, or	Beneficiall	/ Owned		
1. Title of Security (Instr. 3)			2. Transaction Date (Month/Day/Year)	Execution Date,		ction Instr.			d (A) or Dispose 5)	Securities Beneficially Owned Follow	Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership
					Code	v	Amount	(A) or (D)	Price	Reported Transaction(s (Instr. 3 and 4		(Instr. 4)
Common Stock	C		03/15/2023		М		6,500	A	\$173.29(1)	28,047.5	13 I	W. Nicholas Howley Family Trust u/a/d 4/23/99
												W

S

S

S

S

S

120

615

1,047

719

743

D

D

D

D

D

\$696.2805(2)

\$697.4457(3)

\$698.2769(4)

\$699.5604(5)

\$700.4676(6)

27,927.513

27,312.513

26,265.513

25,546.513

24,803.513

03/15/2023

03/15/2023

03/15/2023

03/15/2023

03/15/2023

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. Transa Code ( 8)	action (Instr.			d (A) or Dispose 5)	Securiti Benefic Owned Reporte	es ially Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code	۱v	Amount	(A) or (D)	Price	Transac (Instr. 3	tion(s)		` ,	
Common Stock	03/15/2023		S		1,428	D	\$701.695 <sup>(7)</sup>	23,3	75.513	I	W. Nicholas Howley Family Trust u/a/d 4/23/99	
Common Stock	03/15/2023		S		641	D	\$702.4775	22,7	34.513	I	W. Nicholas Howley Family Trust u/a/d 4/23/99	
Common Stock	03/15/2023		S		90	D	\$703.48489	9) 22,6	44.513	I	W. Nicholas Howley Family Trust u/a/d 4/23/99	
Common Stock	03/15/2023		S		149	D	\$704.8752 <sup>()</sup>	0) 22,49	95.513	I	W. Nicholas Howley Family Trust u/a/d 4/23/99	
Common Stock	03/15/2023		S		8	D	\$705.895 <sup>(1</sup>	22,4	87.513	I	W. Nicholas Howley Family Trust u/a/d 4/23/99	
Common Stock	03/15/2023		S		320	D	\$707.3534 <sup>()</sup>	22,10	67.513	I	W. Nicholas Howley Family Trust u/a/d 4/23/99	
Common Stock	03/15/2023		S		420	D	\$708.3053 <sup>()</sup>	21,7	47.513	I	W. Nicholas Howley Family Trust u/a/d 4/23/99	
Common Stock	03/15/2023		S		200	D \$709.135		21,5	21,547.513		W. Nicholas Howley Family Trust u/a/d 4/23/99	
Tabl		e Securities Ac s, calls, warran						Owned				
Derivative   Conversion   Date   Exe   Security   or Exercise   (Month/Day/Year)   if all	Deemed 4. cution Date, Tran	saction of le (Instr. Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	f 6. Da Expi (Moi	ate Exe	ercisable and	7. Titl Amou Secur Unde Deriv	e and int of rities	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transactior (Instr. 4)	Ownership Form: Direct (D) or Indirect (I) (Instr. 4	Beneficial Ownership (Instr. 4)	
		, .										

		1	able II - Deriva (e.g.,				uired, Dis , options,		1 I	or 3	Owned			
1. Title of Derivative Security (Instr. 3) Stock Option	2. Conversion or Exercise Price of Derivative S\$173.29 <sup>(1)</sup>	3. Transaction  Date (Month/Day/Year)  03/15/2023	3A. Deemed Execution Date, if any (Month/Day/Year)	Code Transac Code (II 8)	etion nstr.	6A) u(D) er of Derivative Securities Acquired (A) or 6,500 Disposed of (D)	ExPatisEblero Expiration Do (Month/Day/1	isDaddlee and te	Titletle and Amount of Securities Underlying Commone (IIStockian)	]	8. Price of Derivative Security (Instr. 5) \$0.00	9. Number of derivative Securities Beneficially Owned Foll 123,690 Reported Transaction(s)	10.  Ownership  Form: Direct (D) or Indirect (I) (In I;tr. 4)	11. Nature of Indirect W. neficial Nicholas lip Howley Family Trust u/a/d
Explanation	n of Respons	P8.			_	(Instr. 3, 4 and 5)						(Instr. 4)		4/23/99

- 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 \$695.46 \$696.30. 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 \$696.87 \$697.86. Tamount ing 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 search sold at Price reported constitutes the average weighted price of shares were sold. Shares were sold at varying prices in the range of search sold at each septimine prices have prices have sold at each septimine prices have prices have been dependent on the same of search sold at varying prices in the range of search sold at each septimine prices have prices have sold at varying prices in the range of search sold at varying prices in the range of search sold at varying prices in the range of search sold at varying prices in the range of search sold at varying prices in the range of search sold at varying prices in the range of search sold at varying prices in the range of search sold at varying prices in the range of search sold at varying prices in the range of search sold at varying prices in the range of search sold at varying prices in the range of search sold at varying prices in the range of search sold at varying prices in the range of search sold at varying prices in the range of search sold at varying prices in the range of search sold at varying prices in the range of search sold at varying prices in the range of search search sold at varying prices in the range of search sold at varying prices in the range of search sold at varying prices in the range of search sold at varying prices in the range of search search sold at varying prices in the range of search search sold at varying prices in the range of search se
- 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 \$700.00 \$700.94. 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 \$701.01 \$701.975. 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 \$702.01 \$702.90. 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 \$703.155 \$704.05. 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 pric
- 10. Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$704.41 \$705.405. 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 \$705.51 \$706.33. 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 \$706.79 \$707.74. 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 \$707.94 \$708.615. 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 were made pursuant to an established 10B5-1 plan.

/s/ Amy Paszt as attorney-in-03/17/2023

\*\* Signature of Reporting Person

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- $^{\star}$  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.