

| OMB APPROVAL | |
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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

| | | |
|---|---|---|
| 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 Officer (give title below) Other (specify below) |
| | 3. Date of Earliest Transaction (Month/Day/Year) 12/15/2021 | |
| 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 | 12/15/2021 | | M | | 11,500 | A | \$130.09 | 33,047.513 | I | W. Nicholas Howley Family Trust u/a/d 4/23/99 |
| Common Stock | 12/15/2021 | | S | | 861 | D | \$568.6571 ⁽¹⁾ | 32,186.513 | I | W. Nicholas Howley Family Trust u/a/d 4/23/99 |
| Common Stock | 12/15/2021 | | S | | 1,836 | D | \$569.8227 ⁽²⁾ | 30,350.513 | I | W. Nicholas Howley Family Trust u/a/d 4/23/99 |
| Common Stock | 12/15/2021 | | S | | 2,903 | D | \$570.6942 ⁽³⁾ | 27,447.513 | I | W. Nicholas Howley Family Trust u/a/d 4/23/99 |
| Common Stock | 12/15/2021 | | S | | 1,647 | D | \$571.69 ⁽⁴⁾ | 25,800.513 | I | W. Nicholas Howley Family Trust u/a/d 4/23/99 |
| Common Stock | 12/15/2021 | | S | | 1,800 | D | \$572.8418 ⁽⁵⁾ | 24,000.513 | I | W. Nicholas Howley Family Trust u/a/d 4/23/99 |

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 | 12/15/2021 | | S | | 1,743 | D | \$573.6779 ⁽⁶⁾ | 22,257.513 | I | W. Nicholas Howley Family Trust u/a/d 4/23/99 |
| Common Stock | 12/15/2021 | | S | | 405 | D | \$574.5785 ⁽⁷⁾ | 21,852.513 | I | W. Nicholas Howley Family Trust u/a/d 4/23/99 |
| Common Stock | 12/15/2021 | | S | | 105 | D | \$576.0114 ⁽⁸⁾ | 21,747.513 | I | W. Nicholas Howley Family Trust u/a/d 4/23/99 |
| Common Stock | 12/15/2021 | | S | | 100 | D | \$581.34 | 21,647.513 | I | W. Nicholas Howley Family Trust u/a/d 4/23/99 |
| Common Stock | 12/15/2021 | | S | | 100 | D | \$583.045 | 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 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 |
| Stock Option | \$130.09 | 12/15/2021 | | M | | 11,500 | | 09/30/2016 | 11/19/2022 | Common Stock | 11,500 | \$0.00 | 115,000 | I | W. Nicholas Howley Family Trust u/a/d 4/23/99 |

Explanation of Responses:

- Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$568.09 - \$569.07. 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 \$569.19 - \$570.1875. 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 \$570.19 - \$571.145. 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 \$572.34 - \$573.31. 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 \$572.34 - \$573.31. 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 \$573.35 - \$574.31. 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 \$574.35 - \$575.24. 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 \$575.45 - \$576.03. 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.

Halle Martin as attorney in fact 12/17/2021

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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