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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to
Section 16. Form 4 or Form 5
obligations may continue. See
Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OWB APPRC	VAL
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	or Section 30(h) of the Investment Company Act of 1940					
1. Name and Address of Reporting Person*	2. Issuer Name and Ticker or Trading Symbol <u>TransDigm Group INC</u> [TDG]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
Laubenthal Raymond F	<u></u>	X Director 10% Owner				
(Last) (First) (Middle) TRANSDIGM GROUP INCORPORATED	3. Date of Earliest Transaction (Month/Day/Year) 02/23/2015	Officer (give title Other (specify below) below)				
1301 EAST 9TH STREET, SUITE 3000	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)				
(Street) CLEVELAND OH 44114		X Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City) (State) (Zip)						

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

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	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership	
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)	
Common Stock	02/23/2015		J ⁽¹⁾	v	60,000	D	\$0.00	0	D		
Common Stock	04/14/2015		J ⁽²⁾	v	3,650	A	\$0.00	3,789	D		
Common Stock	11/18/2015		J ⁽²⁾	v	23,875	A	\$0.00	27,794	D		
Common Stock	11/24/2015		J ⁽¹⁾	v	27,655	D	\$0.00	139	D		
Common Stock	04/14/2015		J ⁽²⁾	v	3,650	D	\$0.00	66,350	I	Raymond F Laubenthal 2014 Relative GRAT 11/14/14	
Common Stock	11/18/2015		J ⁽²⁾	v	23,875	D	\$0.00	42,475	I	Raymond F Laubenthal 2014 Relative GRAT 11/14/14	
Common Stock	11/24/2015		J(1)	v	27,655	A	\$0.00	27,655	I	Raymond Laubenthal Grantor Retained Annuity Trust #3	
Common Stock	02/23/2015		J ⁽¹⁾	v	60,000	A	\$0.00	60,000	I	Raymond F Laubenthal Grantor Retained Annuity Trust #2	

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

		Ta	ble II - Deriva (e.g., p					ired, Disp options,		ole sec	i or i	y Owned			
1. Title of Derivative	2. Conversion	3. Transaction	3A. Deemed	C.ode	V	(A)Nu	m(150e)r	6xDetisEbler	isΩaatte and	7itītētle	aSolidiares	8. Price of Derivative	9. Number of	10. Oversership	11. Nature
Esectantation	of Elespises	Date e (Month/Day/Year) trust for estate planni	Execution Date, if any (Month/Day/Year) ng purpose.	Transa Code (8)	Instr.		ative rities ired	Expiration D (Month/Day/		Amour Securit Underl Derivat	ties ying	Security (Instr. 5)	Securities Beneficially	Ownership Form: Direct (D) or Indirect	of Indirect Beneficial Ownership (Instr. 4)
2. Reversion Remarks	fr SecOnNA T tru	st				(A) o Disp of (D	osed)			Securit and 4)	ty (Instr. 3		Following Reported Transaction(s)	(I) (Instr. 4)	
This Form 4 i	is being filed so	lely to report change	s from direct to indir	ect owne	ership a	nd Vice and !	i versa. 5)			1			(Instr. 4)	I	
							-		in		r Raymor	<u>as attorne</u> 1 <u>d</u>	<u>y</u> <u>11/25/201</u>	<u>5</u>	
						.			**	Signatur	eAdmReeptor or	ing Person	Date		
* If the form	is filed by mo	e than one reportir	l class of securities g person, see Instr facts constitute Feo	uction 4	(b)(v)		ľ	Date	Expiration Date 001 and 15	Title -	Number of Shares Bff(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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