FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

vvasimigtori, D.C. 200

OMB APPRO	DVAL
OMB Number:	3235-0287
Estimated average burd	en
hours per response:	0.5

0.5

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

1. Name and Addres Howley W N	s of Reporting Persor Cholas	*	2. Issuer Name and Ticker or Trading Symbol TransDigm Group INC [TDG]		tionship of Reporting Perso all applicable) Director	n(s) to Issuer 10% Owner	
(Last) 1301 EAST NIN	(First) TH STREET	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 08/16/2021		Officer (give title below)	Other (specify below)	
SUITE 3000			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv	vidual or Joint/Group Filing (Check Applicable		
(Street) CLEVELAND OH 44114 (City) (State) (Zip)		44114			Form filed by One Report Form filed by More than C Person	ŭ	
		(Zip)					

(City) (State)	(Zip)									
Ta 1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	ZA. Deemed Execution Date, if any (Month/Day/Year)	3.		4. Securities Disposed Of	Acquire	d (A) or	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
		(monungay, roar)	Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(1) ((Instr. 4)
Common Stock	08/16/2021		М		11,500	A	\$130.09	33,047.513	I	W. Nicholas Howley Family Trust u/a/d 4/23/99
Common Stock	08/16/2021		S		745	D	\$597.8187 ⁽¹	32,302.513	I	W. Nicholas Howley Family Trust u/a/d 4/23/99
Common Stock	08/16/2021		S		1,241	D	\$598.6966 ⁽²	31,061.513	I	W. Nicholas Howley Family Trust u/a/d 4/23/99
Common Stock	08/16/2021		S		1,414	D	\$599.7036 ⁽³	29,647.513	I	W. Nicholas Howley Family Trust u/a/d 4/23/99
Common Stock	08/16/2021		S		1,616	D	\$600.8792(4	28,031.513	I	W. Nicholas Howley Family Trust u/a/d 4/23/99
Common Stock	08/16/2021		S		2,727	D	\$601.7529(5	25,304.513	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 (Ins	tr. 3)		2. Transacti Date (Month/Day		2A. Deemed Execution Date, if any (Month/Day/Year	Code	action (Instr.	4. Securities Disposed Of	Acquire (D) (Inst	d (A) or r. 3, 4 and 5)	5. Amou Securiti Benefic Owned Reporte	ies ially Following	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	Transac (Instr. 3	ction(s)		(instr. 4)		
Common Stock				08/16/2	021		S		841	D	\$602.9916	24,4	63.513	I	W. Nicholas Howley Family Trust u/a/d 4/23/99
Common Stock			08/16/2	021		S		1,395	D	\$603.8503	23,0	68.513	I	W. Nicholas Howley Family Trust u/a/d 4/23/99	
Common Stock			08/16/2	021		S		1,321	D	\$604.7744	21,7	47.513	I	W. Nicholas Howley Family Trust u/a/d 4/23/99	
Common Stock			08/16/2021			S		200	D	\$605.305	21,547.513		I	W. Nicholas Howley Family Trust u/a/d 4/23/99	
		-	Table			Securities A calls, warra						Owned			
1. Title of Derivative Security (Instr. 3)	(e.g., puts, calls, warrant) 2. Conversion or Exercise Price of Derivative Security Security (Month/Day/Year) 3. Transaction Date Execution Date, if any (Month/Day/Year) (Month/Day/Year) 3. Deemed Execution Date, if any (Month/Day/Year) (Month/Day/Year) 4. Transaction Code (Instr. 8) 5. Number of Code (Instr. 8) Securitive Securitive Acquired (A) or Disposed of (D) (Instr		er 6. E Exp (Mo	ate Ex	ercisable and	sable and 7. Title and Amount 8. of Securities De			9. Number derivative Securities Beneficial Owned Following Reported Transactio	Ownersh Form: Direct (D) or Indirect (I) (Instr.	Beneficial Ownership t (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)	Code (Transaction of Code (Instr. Derivative			6. Date Exerc Expiration Da (Month/Day/\)	ate	7. Title and of Security Underlying Derivative (Instr. 3 and	ies g Security	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	Amount or Number of Shares				
Stock Option	\$130.09	08/16/2021		М			11,500	09/30/2016	11/19/2022	Common Stock	11,500	\$0.00	161,000	I	W. Nicholas Howley Family Trust u/a/d 4/23/99

Explanation of Responses:

- 1. Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$597.23 \$598.17. 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.
- 2. Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$598.23 \$599.14. 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 \$599.24 \$600.18. 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 \$600.26 \$601.25. 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 \$601.26 \$602.09. 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 \$602.44 \$603.26. 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 \$603.48 \$604.24. 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.

 8. Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$604.25 \$605.10. The reporting person hereby undertakes, upon request of the
- 8. Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$604.25 \$605.10. 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 for W. Nicholas Howley 08/16/2021

** Signature of Reporting Person Dat

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.