

**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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>Howley W Nicholas</u>  (Last) (First) (Middle) 1301 EAST NINTH STREET SUITE 3710  (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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Chief Executive Officer</b>
	3. Date of Earliest Transaction (Month/Day/Year) 12/12/2011	
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	12/12/2011		M		2,149	A	\$6.68	2,149	I	Bratenahl Investments, Ltd.
Common Stock	12/12/2011		S		2,149	D	\$96.198 <sup>(1)</sup>	0	I	Bratenahl Investments, Ltd.
Common Stock	12/13/2011		M		5,351	A	\$6.68	5,351	I	Bratenahl Investments, Ltd.
Common Stock	12/13/2011		S		5,351	D	\$97.0624 <sup>(2)</sup>	0	I	Bratenahl Investments, Ltd.
Common Stock	12/12/2011		M		1,248	A	\$6.68	1,248	D	
Common Stock	12/12/2011		S		1,248	D	\$96.026 <sup>(3)</sup>	0	D	
Common Stock	12/13/2011		M		28,752	A	\$6.68	28,752	D	
Common Stock	12/13/2011		S		28,752	D	\$97.0012 <sup>(4)</sup>	0	D	

**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					
Stock Option	\$6.68	12/12/2011		M		2,149		09/30/2004	08/05/2013	Common Stock 2,149	\$0.00	18,531	I	Bratenahl Investments, Ltd.
Stock Option	\$6.68	12/13/2011		M		5,351		09/30/2004	08/05/2013	Common Stock 5,351	\$0.00	13,180	I	Bratenahl Investments, Ltd.
Stock Option	\$6.68	12/12/2011		M		1,248		09/30/2004	08/05/2013	Common Stock 1,248	\$0.00	224,654	D	
Stock Option	\$6.68	12/13/2011		M		28,752		09/30/2004	08/05/2013	Common Stock 28,752	\$0.00	195,902	D	

**Explanation of Responses:**

- Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$96.00 - \$96.43. 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 \$97.01 - \$97.11. 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 \$96.00 - \$96.32. 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 \$97.00 - \$97.055. 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:**

Halle Fine Terrion as attorney-  
in-fact for W. Nicholas Howley. 12/13/2011

\*\* 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.**