SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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 Address of Reporting Person[*] Reiss Joel (Last) (First) (Middle) TRANSDIGM GROUP INCORPORATED 1301 E. 9TH ST., SUITE 3000 (Street) CLEVELAND OH 44114 (City) (State) (Zip)	2. Issuer Name **and** Ticker or Trading Symbol TransDigm Group INC [TDG] 3. Date of Earliest Transaction (Month/Day/Year) 11/15/2023	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below) Co-Chief Operating Officer
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person

Rule 10b5-1(c) Transaction Indication

X Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

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	11/15/2023		M		3,000	A	$226.34	6,600	D	
Common Stock	11/15/2023		S		147	D	$991.8117[(1)]	6,453	D	
Common Stock	11/15/2023		S		440	D	$993.0188[(2)]	6,013	D	
Common Stock	11/15/2023		S		602	D	$994.2084[(3)]	5,411	D	
Common Stock	11/15/2023		S		827	D	$995.0829[(4)]	4,584	D	
Common Stock	11/15/2023		S		694	D	$995.8686[(5)]	3,890	D	
Common Stock	11/15/2023		S		217	D	$996.9397[(6)]	3,673	D	
Common Stock	11/15/2023		S		73	D	$998.4746[(7)]	3,600	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	Title	Amount or Number of Shares				
Stock Option	$226.34	11/15/2023		M			3,000	09/30/2016	11/06/2025	Common Stock	3,000	$0.00	51,300	D	

Explanation of Responses:

1. Price reported constitutes the average weighted price of shares purchased. Shares were purchased at varying prices in the range of $991.4800 - $992.3500. 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 purchased at each separate price.

2. Price reported constitutes the average weighted price of shares purchased. Shares were purchased at varying prices in the range of $992.5000 - $993.3900. 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 purchased at each separate price.

3. Price reported constitutes the average weighted price of shares purchased. Shares were purchased at varying prices in the range of $993.5000 - $994.4900. 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 purchased at each separate price.

4. Price reported constitutes the average weighted price of shares purchased. Shares were purchased at varying prices in the range of $994.5200 - $995.4850. 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 purchased at each separate price.

5. Price reported constitutes the average weighted price of shares purchased. Shares were purchased at varying prices in the range of $995.5200- $996.2850. 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 purchased at each separate price.

6. Price reported constitutes the average weighted price of shares purchased. Shares were purchased at varying prices in the range of $996.5400 - $997.5300. 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 purchased at each separate price.

7. Price reported constitutes the average weighted price of shares purchased. Shares were purchased at varying prices in the range of $998.0150 - $998.9750. 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 purchased at each separate price.

Remarks:

/s/ Gabrielle Feuer as attorney-in-fact   11/16/2023

** 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.