

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>Rufus Gregory</u>  (Last) (First) (Middle) TRANSDIGM GROUP INCORPORATED 1301 EAST 9TH 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)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Exec. VP, CFO and Secretary</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/25/2015</u>	

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	02/25/2015		M		20,000	A	\$27.08	30,000	D	
Common Stock	02/25/2015		S		20,000	D	\$224.6093 <sup>(1)</sup>	10,000	D	
Common Stock	02/25/2015		M		14,920	A	\$13.37	14,920	I	By Jeffrey P. Consolo, Trustee of Irrevocable Trust dated December 8, 2012
Common Stock	02/25/2015		S		12,620	D	\$223.0128 <sup>(2)</sup>	2,300	I	By Jeffrey P. Consolo, Trustee of Irrevocable Trust dated December 8, 2012
Common Stock	02/25/2015		S		2,300	D	\$223.9544 <sup>(3)</sup>	0	I	By Jeffrey P. Consolo, Trustee of Irrevocable Trust dated December 8, 2012

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	\$27.08	02/25/2015		M			20,000	09/30/2009	11/17/2018	Common Stock	20,000	\$0.00	85,000	D	
Stock Option	\$13.37	02/25/2015		M			14,920	09/30/2006	10/01/2015	Common Stock	14,920	\$0.00	0	I	By Jeffrey P. Consolo, Trustee of Irrevocable Trust dated December 8, 2012

Explanation of Responses:

1. Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$224.50 - \$225.02. 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 \$222.62 - \$223.56. 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 \$223.71 - \$224.20. 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      02/26/2015  
in fact for Gregory Rufus.

\*\* 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.**