SEC Form 4

FORM 4

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

	ss of Reporting Perso	on [*]	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)					
Terrion Halle Fine					Director	10% Owner			
				- x	Officer (give title	Other (specify			
(Last)	ast) (First) (Middle)		3. Date of Earliest Transaction (Month/Day/Year)		below)	below)			
1300 E 9TH ST, SUITE 3000		(maalo)	06/05/2020		GC, CCO, See	cretary			
1300 E 91H S1,	SUITE 3000								
			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv	vidual or Joint/Group Filin	g (Check Applicable			
(Street)				Line)		5 (* **) pp - ***			
CLEVELAND	OH	44114		X	Form filed by One Rep	orting Person			
					Form filed by More tha	n One Reporting			
(City)	(State)	(Zip)			Person				
	(Oluce)	(-14)	1	1					

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)					5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		(1130.4)
Common Stock	06/05/2020		М		4,500	A	\$113.15	5,378	D	
Common Stock	06/05/2020		S		876	D	\$492.8475(1)	4,502	D	
Common Stock	06/05/2020		S		1,124	D	\$494.3416(2)	3,378	D	
Common Stock	06/05/2020		S		2,200	D	\$495.1338 ⁽³⁾	1,178	D	
Common Stock	06/05/2020		S		300	D	\$495.8725 ⁽⁴⁾	878	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. Transa Code (8)		of Expiration Date Derivative (Month/Day/Year) Securities Acquired		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	\$113.15	06/05/2020		м			4,500	09/30/2012	03/19/2022	Common Stock	4,500	\$0.00	13,500	D	

Explanation of Responses:

1. Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$492.70 - \$493.66. 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 \$493.70 - \$494.68. 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 \$494.76 - \$495.45. 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 \$495.79 - \$496.11. 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.

Remarks:

Halle Fine Terrion

** Signature of Reporting Person Date

06/08/2020

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.