

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>Leary John F</u> <hr/> (Last) (First) (Middle) <u>C/O HARTWELL CORPORATION</u> <u>900 RICHFIELD RD</u> <hr/> (Street) <u>PLACENTIA CA 92870</u> <hr/> (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>Executive Vice President</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/17/2013</u>	
	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	06/17/2013		M		10,000	A	\$6.68	10,000	I	John F. Leary, Trustee of the Irrevocable Leary Family Trust dated 12/20/12
Common Stock	06/17/2013		S		10,000	D	\$153	0	I	John F. Leary, Trustee of the Irrevocable Leary Family Trust dated 12/20/12
Common Stock	06/18/2013		M		15,000	A	\$6.68	15,000	I	John F. Leary, Trustee of the Irrevocable Leary Family Trust dated 12/20/12
Common Stock	06/18/2013		S		15,000	D	\$159.8	0	I	John F. Leary, Trustee of the Irrevocable Leary Family Trust dated 12/20/12
Common Stock	06/18/2013		M		5,641	A	\$6.68	5,641	I	John F. Leary, Trustee of the Irrevocable Leary Family Trust dated 12/20/12

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	06/18/2013		S		5,641	D	\$160	0	I	John F. Leary, Trustee of the Irrevocable Leary Family Trust dated 12/20/12
Common Stock	06/18/2013		M		748	A	\$13.37	748	D	
Common Stock	06/18/2013		M		16,919	A	\$6.68	17,667	D	
Common Stock	06/18/2013		S		17,667	D	\$160	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	Title	Amount or Number of Shares				
Stock Option	\$6.68	06/18/2013		M			8,664	09/30/2004	08/05/2013	Common Stock	8,664	\$0.00	0	D	
Stock Option	\$6.68	06/18/2013		M			8,255	08/05/2003	08/05/2013	Common Stock	8,255	\$0.00	0	D	
Stock Option	\$13.37	06/18/2013		M			748	09/28/2005	08/05/2013	Common Stock	748	\$0.00	0	D	
Stock Option	\$6.68	06/17/2013		M			10,000	08/05/2003	08/05/2013	Common Stock	10,000	\$0.00	20,641	I	John F. Leary, Trustee of the Irrevocable Leary Family Trust dated 12/20/12
Stock Option	\$6.68	06/18/2013		M			15,000	08/05/2003	08/05/2013	Common Stock	15,000	\$0.00	5,641	I	John F. Leary, Trustee of the Irrevocable Leary Family Trust dated 12/20/12
Stock Option	\$6.68	06/18/2013		M			5,641	08/05/2003	08/05/2013	Common Stock	5,641	\$0.00	0	I	John F. Leary, Trustee of the Irrevocable Leary Family Trust dated 12/20/12

Explanation of Responses:

Remarks:

all transactions reported hereunder are made pursuant to an established 10b5-1 plan.

Halle Fine Terrion as attorney 06/19/2013
in fact for John Leary

** 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.