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 |
|------------------------------------|------------------|

OMB APPROVAL

OMB Number: 3235-0287

Estimated average burden

0.5

Trust u/a/d 4/23/99

hours per response:

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* Howley W Nicholas | 2. Issuer Name and TransDigm Gr | | | | 5. Rela (Check X | tionship of Reporting all applicable) Director | g Person(s) to Issuer 10% Owner | | | | |
|---|--|---|------------------------------|----------------|--|--|------------------------------------|---------------------|--|---|---|
| (Last) (First) (Middle 1301 EAST NINTH STREET SUITE 3000 | e) | 3. Date of Earliest Tra 10/17/2022 | ansactio | n (Mo | nth/Day/Year) | | Officer (give title below) | | Other (specify below) | | |
| (Street) CLEVELAND OH 44114 | 4. If Amendment, Dat | e of Ori | ginal F | Filed (Month/D | Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | | | |
| (City) (State) (Zip) | | | | | | | | | | | |
| | | tive Securities A | _ | ed, I | | | | ially (| 5. Amount of | 6. Ownership | - N |
| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Yea | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transa Code (8) | | | Acquired (A) or (D) (Instr. 3, 4 and | | 5) | Securities Beneficially Owned Following Reported | 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) | | |
| Common Stock | 10/17/2022 | | М | | 11,500 | A | \$111. | 59(1) | 33,047.513 | I | W. Nicholas Howley Family Trust u/a/d 4/23/99 |
| Common Stock | 10/17/2022 | 2 | S | | 426 | D | \$524.6 | 5629 ⁽²⁾ | 32,621.513 | I | W. Nicholas Howley Family Trust u/a/d 4/23/99 |
| Common Stock | 10/17/2022 | | S | | 2,152 | D | \$525.5 | 5209 ⁽³⁾ | 30,469.513 | I | W. Nicholas Howley Family Trust u/a/d 4/23/99 |
| Common Stock | 10/17/2022 | | S | | 1,478 | D | \$526.6 | 5006(4) | 28,991.513 | I | W. Nicholas Howley Family Trust u/a/d 4/23/99 |
| Common Stock | 10/17/2022 | 2 | s | | 1,707 | D | \$527.3 | 867(5) | 27,284.513 | I | W. Nicholas Howley Family Trust u/a/d 4/23/99 |
| Common Stock | 10/17/2022 | 2 | S | | 950 | D | \$528.0 | 699(6) | 26,334.513 | I | W. Nicholas Howley Family |

| 1. Title of | Security (Ins | tr. 3) | Da | Transaction ate Month/Day/Ye | Execu er) if any | eemed ution Date, th/Day/Year) | 3. Transaction Code (Instr. 8) | | 4. Securities Disposed Of | Acquired (D) (Instr | d (A) or r. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported | | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership |
|---|--|--------|------------------------|---|---------------------|--|---|----|--|------------------------|---|---|--------------------------------------|---|---|
| | | | | | | | Code V Amount (A | | (A) or (D) | Price | Transac (Instr. 3 | tion(s) | | (Instr. 4) | |
| Common | ı Stock | | 1 | 10/17/2022 | : | | S | | 2,879 | D | \$529.5319 ⁰ | 23,4 | 55.513 | I | W. Nicholas Howley Family Trust u/a/d 4/23/99 |
| Common | ı Stock | | 1 | 10/17/2022 | } | | S | | 1,123 | D | \$530.6527 ⁽ | 22,3 | 32.513 | I | W. Nicholas Howley Family Trust u/a/d 4/23/99 |
| Common | ı Stock | | 10 | | 10/17/2022 | | S | | 724 | D | \$531.2908 ⁽ | 21,6 | 08.513 | I | W. Nicholas Howley Family Trust u/a/d 4/23/99 |
| Common Stock | | 1 | 10/17/2022 | | | S | | 61 | D | \$532.7 | 21,5 | 47.513 | I | W. Nicholas Howley Family Trust u/a/d 4/23/99 | |
| | | | Table II - | | | | | | sposed of s, convert | | eneficially ecurities) | Owned | | | |
| 1. Title of Derivative Security (Instr. 3) | of 2. 3. Transaction 3A. Deemed 4. Execution Date Execution Date, Transaction or Exercise (Month/Day/Year) if any Code | | nsaction de (Instr. | 5. Number of Derivative Securities Acquired (A) or Disposed | Expi | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | | 7. Title and Amount of Securities Do Underlying Derivative Security (Instr. 3 and 4) | | 9. Number derivative Securities Beneficial Owned Following Reported | Ownershi Form: ly Direct (D) or Indirec (I) (Instr. 4 | Beneficia Ownersh t (Instr. 4) | | |

| 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 Deri Seci Acq (A) o Disp of (E | vative urities uired or oosed 0) (Instr. and 5) | 6. Date Exerc Expiration Da (Month/Day/Y | ate | 7. Title and of Securiti Underlying Derivative (Instr. 3 ar | ies g Security | 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 | \$111.59 ⁽¹⁾ | 10/17/2022 | | M | | | 11,500 | 09/30/2016 | 11/19/2022 | Common Stock | 11,500 | \$0.00 | 0 | I | W. Nicholas Howley Family Trust u/a/d 4/23/99 |

Explanation of Responses:

- 1. The exercise price has been adjusted for dividends declared since August 1, 2022.
- 2. Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$524.01 \$524.98. 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 \$525.01 \$526.00. 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 \$526.01 \$527.00. 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.
- 5. Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$527.01 \$527.98. 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.
- 6. Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$528.05 \$529.04. 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.

 7. Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$529.05 \$530.04. 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.

 8. Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$520.06. \$531.04. The reporting person hereby undertakes, upon request of the
- 8. Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$530.06 \$531.04. 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.
- 9. Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$531.07 \$531.76. 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:

All transactions reported hereunder were made pursuant to an established 10B5-1 plan.

Halle Martin as attorney in fact for W. Nicholas Howley.

10/19/2022

** Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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.

^{*} 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).