SEC	Form	4			
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## 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 SECURI	TIE	S A	ND	<b>EXCHAN</b>	NGE	COMMIS	SION
			<b>D O O</b>	~ = . ~			

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

OMB APPROVAL									
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contract, instructi the purchase or s securities of the is intended to satisf	nade pursuant to a on or written plan for sale of equity ssuer that is y the affirmative ns of Rule 10b5-1(c).			
1. Name and Addres	ss of Reporting Persor	1 <sup>*</sup>	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer
Howley W N	icholas		TransDigm Group INC [ TDG ]	(Check all applicable)
				Director 10% Owner
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 10/15/2024	Officer (give title Other (specify below) below)
1350 EUCLID A	VE		10/13/2027	
SUITE 1600				
			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)
(Street)				Form filed by One Reporting Person
CLEVELAND	OH	44115		Form filed by More than One Reporting Person
(City)	(State)	(Zip)		

## 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 Of (D) (Instr.	Acquire 3, 4 and	d (A) or Disposed 5)	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Ownership
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock	10/15/2024		М		5,472	A	\$140.92 <sup>(1)</sup>	27,019.513	I	W. Nicholas Howley Family Trust u/a/d 4/23/99
Common Stock	10/15/2024		s		377	D	\$1,391.4043 <sup>(2)</sup>	26,642.513	I	W. Nicholas Howley Family Trust u/a/d 4/23/99
Common Stock	10/15/2024		s		216	D	\$1,392.2894 <sup>(3)</sup>	26,426.513	I	W. Nicholas Howley Family Trust u/a/d 4/23/99
Common Stock	10/15/2024		s		97	D	<b>\$</b> 1,393.8457 <sup>(4)</sup>	26,329.513	I	W. Nicholas Howley Family Trust u/a/d 4/23/99
Common Stock	10/15/2024		s		820	D	\$1,396.7655 <sup>(5)</sup>	25,509.513	I	W. Nicholas Howley Family Trust u/a/d 4/23/99

		Tab	le I - Non-Der	ivativ	ve Sec	uritie	es Ac	quired	, Dispos	sed c	of, or	Beneficia	ally O	wned			
1. Title of S	Security (Inst	tr. 3)	2. Transactio Date (Month/Day/Y	/ear) i	2A. Deen Executio if any (Month/D	n Date	, Tr Co	3. 4. Securities Acquired (A) or Disposed   Transaction Code (Instr. 8) Of (D) (Instr. 3, 4 and 5)					5. Amou Securiti Benefici Owned I Reporte	es ially Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
							Co	ode V	Amount	() (I	A) or D)	Price	·	Transac (Instr. 3	tion(s)		(111507.4)
Common	Stock		10/15/20	24				s	113		D	\$1,397.51(	)5(6)	25,39	96.513	Ι	W. Nicholas Howley Family Trust u/a/d 4/23/99
Common	Stock		10/15/20:	24				8	100		D	\$1,399		25,29	96.513	Ι	W. Nicholas Howley Family Trust u/a/d 4/23/99
Common	Stock		10/15/20:	24				8	667		D	\$1,400.01	[(7)	24,62	29.513	Ι	W. Nicholas Howley Family Trust u/a/d 4/23/99
Common	Stock		10/15/20	24				S	200		D	\$1,401.1	4	24,42	29.513	I	W. Nicholas Howley Family Trust u/a/d 4/23/99
Common	Stock		10/15/20	24				s	997		D	\$1,406.687	79 <sup>(8)</sup>	23,43	32.513	Ι	W. Nicholas Howely Family Trust u/a/d 4/23/99
Common	Stock		10/15/20	24				s	1,435	;	D	\$1,407.745	54 <sup>(9)</sup>	21,99	97.513	Ι	W. Nicholas Howley Family Trust u/a/d 4/23/99
Common	Stock		10/15/20:	24				s	450		D	\$1,413.50	65	21,54	47.513	Ι	W. Nicholas Howley Family Trust u/a/d 4/29/99
		Т	able II - Deriv (e.g.,	ative puts.	Secui , calls.	rities , war	Acq rants	uired, l s, optio	Dispose ns, con	ed of verti	, or E ble s	Beneficiall securities)	y Ow	ned			
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. Trans	saction (Instr.	5. Nu of Deriv Secu Acqu (A) or Dispo of (D) (Instr and 5	mber ative rities ired osed . 3, 4		xercisable n Date		7. Tit Amou Secu Unde Deriv	le and unt of	8. Pr Deriv Secu (Inst		9. Number of derivative Securities Beneficially Owned Following Reported Transactior (Instr. 4)	Ownershi Form: Direct (D) or Indirec (I) (Instr. 4	Beneficia Ownersh t (Instr. 4)
				Code	<b>×</b>	(A)	(D)	Date Exercisa	Expir ble Date	ation	Title	Amount or Number of Shares					w
Stock Option	\$140.92 <sup>(1)</sup>	10/15/2024		М			5,472	09/30/20	17 11/10	/2026	Com Sto	mon ck 5,472	\$0	).00	100,370	г	W. Nicholas Howley Family Trust u/a/o

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 \$1391.0250 - \$1391.6800. 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 \$1392.1000 - \$1392.8000. 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 \$1393.7900 - \$1393.8650. 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 \$1395.8250 - \$1396.7950. 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 \$1397.1250 - \$1397.7500. 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 \$1400.0000 - \$1400.5100. 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 \$1406.3500 - \$1407.2900. 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 \$1407.3750 - \$1408.3200. 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.

/s/ Gabrielle Feuer as attorney-10/17/2024

in-fact 10/17

\*\* 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.

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