## FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

| Washington, | D.C. | 20549 |
|-------------|------|-------|
|             |      |       |

| Check this box if no longer subject to |
|--|
| Section 16. Form 4 or Form 5           |
| obligations may continue. See          |
| Instruction 1/h)                       |

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| OMB APPROVAL             |           |  |  |  |  |  |  |  |
|--------------------------|-----------|--|--|--|--|--|--|--|
| OMB Number:              | 3235-0287 |  |  |  |  |  |  |  |
| Estimated average burden |           |  |  |  |  |  |  |  |
| houre por roeponeo:      | 0.5       |  |  |  |  |  |  |  |

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*  Graff Michael  |   |   |   |   | 2. Issuer Name and Ticker or Trading Symbol TransDigm Group INC [ TDG ]  |   |  |   |   |   |  |   |  | all app  | olicable)   | • ( )  | Person(s) to Issuer  10% Owner   |  |
|--|---|---|---|---|--|---|--|---|---|---|--|---|--|--|---|--|--|--|
| `  | ,   | Middle)   |   |   |  |   |  |   |   |   |  |   |  |  |   |  | r (specify<br>v)   |  |
|  |   |   |   | 4. If   | 4. If Amendment, Date of Original Filed (Month/Day/Year)   |   |  |   |   |   |  |   |  | Forn<br>Forn   | dual or Joint/Group Filing (Check Applicable Form filed by One Reporting Person Form filed by More than One Reporting Person  |  |  |  |
|  | Tabl  | e I - N   | on-Deriv  | ative   | Seci   | uritie  | s Ac   | quire   | d, Di   | sposed o  | f, or E  | Benefic   | ially  | Owne   | ed  |  |  |  |
| Date   |   |   |   |   | Execution Date (Year) if any   |   | Date,  | 3. 4. Securitie:<br>Transaction<br>Code (Instr. 8) Disposed O   |   | s Acquir<br>f (D) (Ins  | ed (A) or<br>etr. 3, 4 an  | nd 5) Secu<br>Bene<br>Own   |  | ities<br>icially<br>d Following  | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I) (Instr. 4)   | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4)  |  |  |
|  |   |   |   |   |  |   |  | Code  | v   | Amount  | (A) or<br>(D)  | Price   |  | Trans  | action(s)   |  | (,   |  |
| Common Stock 09/18/2   |   |   |   |   | )17  |   | A  |   | 117   | A   | \$256  | .15(1)  |  | 8,586  | D   |  |  |  |
| Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) |   |   |   |   |  |   |  |   |   |   |  |   |  |  |   |  |  |  |
| rity or Exercise (Month/Day/Year) if any   |   | Code ( 8)   | ransaction ode (Instr. )  Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)   |   | 6. Date Exercisable and Expiration Date (Month/Day/Year)  Date Expiration Exercisable Date   |   | Amount or Number of  |   | 8. Price of<br>Derivative<br>Security<br>(Instr. 5)   |   | 9. Number of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 4)   | 10.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4)  | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |  |   |  |  |  |
|  | (Find Instance)  (Find Instance)  (Find Instance)  (Find Instance)  (Sind | (First) (CINGTON AVENUE  ORK NY  (State) (Conversion or Exercise Price of Derivative (Month/Day/Year) | (First) (Middle)  CINGTON AVENUE  DRK NY 10017  (State) (Zip)  Table I - N  Security (Instr. 3)  Stock  Table II  2. Conversion or Exercise Price of Derivative (Month/Day/Year) (Month.) | (First) (Middle)  KINGTON AVENUE  DRK NY 10017  (State) (Zip)  Table I - Non-Deriv  Security (Instr. 3)  2. Transac Date (Month/Da  Stock 09/18/2  Table II - Derivat (e.g., pi  Conversion or Exercise Price of Derivative (Month/Day/Year)  2. (Month/Day/Year) | (First) (Middle)  (Ington Avenue  (State) (Zip)  Table I - Non-Derivative  Security (Instr. 3)  Stock  Table II - Derivative (Month/Day/Year)  Table II - Derivative Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  Stock  Table II - Derivative Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  Stock  Table II - Derivative Security (Instr. 3)  A. Deemed Execution Date, if any (Month/Day/Year) (Month/Day/Year)  (Month/Day/Year) | (First) (Middle)  (First) (Middle)  (INGTON AVENUE  Table I - Non-Derivative Security (Instr. 3)  Stock  Table II - Derivative Security (Month/Day/Year)  Table II - Derivative Security (e.g., puts, calls, (Month/Day/Year)  2. Transaction Date (e.g., puts, calls, (Month/Day/Year)  (Month/Day/Year)  3. Transaction Date (if any (Month/Day/Year)  (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  (Month/Day/Year)  4. Transaction Code (Instr. 8) | (First) (Middle)  (First) (Middle)  (INGTON AVENUE  Table I - Non-Derivative Securities (Month/Day/Year)  (State)  (State)  (Zip)  Table I - Non-Derivative Securities (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  Table II - Derivative Securities (e.g., puts, calls, warr  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year) | Conversion or Exercise Price of Derivative Security   Conversion or Exercise Price of Derivative Security | Conversion of Exercise Price of Derivative Security   Securities   Security   Securities   Security   Securities   Securities | TransDigm Group INC [ ]  (First) (Middle)  (INGTON AVENUE  3. Date of Earliest Transaction (Month 09/18/2017  4. If Amendment, Date of Original File  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Diate (Month/Day/Year)  (Month/Day/Year)  Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  Table II - Derivative Securities Acquired, Diate (e.g., puts, calls, warrants, options, of Derivative Security  3. Date of Earliest Transaction (Month Day File Date Execution Date of Original File Date (Month/Day/Year)  4. If Amendment, Date of Original File Execution Date, if any (Month/Day/Year)  TransDigm Group INC [ ]  4. If Amendment, Date of Original File Execution Date, if any (Month/Day/Year)  Transaction Date (Month/Day/Year)  Stock  4. Transaction of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  Date Date | TransDigm Group INC [TDG]  (First) (Middle)  (INGTON AVENUE  3. Date of Earliest Transaction (Month/Day/Year) 09/18/2017  4. If Amendment, Date of Original Filed (Month/Day/Year) 4. If Amendment, Date of Original Filed (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date Execution Date, (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 3. Transaction Code (Instr. 8)  Stock  109/18/2017  10017  Table II - Derivative Securities Acquired, Disposed of (e.g., puts, calls, warrants, options, convertibe Code (Instr. 8)  2. Conversion or Exercise Price of Date (Month/Day/Year) (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. S. Number of Date (Month/Day/Year) 2. S. Number of Date (Month/Day/Year) 2. S. Number of Date (Month/Day/Year) 3. S. Number of Date (Month/Day/Year) 3. S. Number of Date (Month/Day/Year) 3. S. Number of Disposed of (Instr. 8)  2. Conversion or Exercise Price of (Month/Day/Year) (Month/Day/Year) 3. S. Number of Date (Month/Day/Year) 3. S. Number of Date (Month/Day/Year) 3. S. Number of Date (Month/Day/Year) 4. Instruction D | TransDigm Group INC [TDG]  (First) (Middle)  (INGTON AVENUE  3. Date of Earliest Transaction (Month/Day/Year) 09/18/2017  4. If Amendment, Date of Original Filed (Month/Day/Year)  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or E  Security (Instr. 3)  2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)  Stock  09/18/2017  A 117 A  Table II - Derivative Securities Acquired, Disposed of, or Ber (e.g., puts, calls, warrants, options, convertible security  2. Conversion Or Exercise Price of Derivative Securities Acquired, Disposed of, or Ber (e.g., puts, calls, warrants, options, convertible security (Month/Day/Year)  2. Transaction Code (Instr. 8)  3. Transaction Date (e.g., puts, calls, warrants, options, convertible security (Month/Day/Year) (Month/Day/Year)  4. Securities Acquired Disposed of, or Ber (e.g., puts, calls, warrants, options, convertible security Securities Acquired (A) or Derivative Securities Acquired (A) or Disposed of of (D) (Instr. 3, 4 and 5)  Date Expiration Date (Month/Day/Year) Expiration Date (Month/Day/Year) Expiration Date (Month/Day/Year) | TransDigm Group INC   TDG  | TransDigm Group INC [TDG]  (Check X  SINGTON AVENUE  3. Date of Earliest Transaction (Month/Day/Year) 09/18/2017  4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Indictine) X  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Security (Instr. 3)  2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 3. Transaction Code (Instr. 8)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Or (e.g., puts, calls, warrants, options, convertible securities)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Or (e.g., puts, calls, warrants, options, convertible securities)  2. Transaction Date (F.g., puts, calls, warrants, options, convertible securities)  3. Transaction Date (Month/Day/Year) 3. Transaction Or Derivative Securities Or Derivative Securities (Month/Day/Year) 4. Derivative Securities Se | TransDigm Group INC [ TDG ]  (Check all apy X Direct Official Services of Earliest Transaction (Month/Day/Year)  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned (Month/Day/Year)  (Stock | TransDigm Group INC [TDG]  (Check all applicable) X Director Officer (give title below)  (INGTON AVENUE  3. Date of Earliest Transaction (Month/Day/Year) Officer (give title below)  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  Security (Instr. 3)  2. Transaction Date (Month/Day/Year) (Month/Day/Year)  (Month/Day/Year) (Month/Day/Year)  Stock  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5) (Number of Date (e.g., puts, calls, warrants, options, convertible securities)  2. Transaction Date (e.g., puts, calls, warrants, options, convertible securities)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, calls, warr | TransDigm Group INC [TDG]  (Check all applicable) X Director 10% Officer (give title below officer (give title below officer) X Form filed by More than One Re Person  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  Security (Instr. 3)  2. Transaction 2. A. Deemed Recution Date, (Month/Day/Year) (Month/Day/Year)  Stock  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Following Reported Transaction (Signature)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Following Reported Transaction (Signature)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Following Reported Transaction (Signature)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Following Reported Transaction (Signature)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Following Reported Transaction (Signature)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Following Reported Transaction (Signature)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Following Reported Transaction (Signature)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Executive Signature (Signature)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Executive Signature (Signature)  Table II - Derivative Securities Signature (Month/Day/Year)  Table II - Derivative Signature (Month/Day/Year)  Table II - Non-Derivative |  |

#### **Explanation of Responses:**

1. Receipt of stock in lieu of payment of semi-annual director fee, based on fair market value in accordance with Director Share Plan.

#### Remarks:

Halle Fine Terrion as attorney in fact for Michael Graff

\*\* Signature of Reporting Person Date

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

- $^{\star}$  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.