

OMB APPROVAL	
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**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

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

1. Name and Address of Reporting Person* <u>Stein Kevin M</u> <hr/> (Last) (First) (Middle) 1301 E 9TH ST, SUITE 3000 <hr/> (Street) CLEVELAND OH 44114 <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 _____ Officer (give title below) _____ Other (specify below) _____ <b>President &amp; CEO</b>
	3. Date of Earliest Transaction (Month/Day/Year) 04/12/2024	
	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	04/12/2024		M		10,000	A	\$270.88 <sup>(1)</sup>	18,158	I	Fortuna Trust dated June 1, 2018
Common Stock	04/12/2024		S		191	D	\$1,206.7377 <sup>(2)</sup>	17,967	I	Fortuna Trust dated June 1, 2018
Common Stock	04/12/2024		S		648	D	\$1,208.1531 <sup>(3)</sup>	17,319	I	Fortuna Trust dated June 1, 2018
Common Stock	04/12/2024		S		465	D	\$1,208.927 <sup>(4)</sup>	16,854	I	Fortuna Trust dated June 1, 2018
Common Stock	04/12/2024		S		626	D	\$1,209.8874 <sup>(5)</sup>	16,228	I	Fortuna Trust dated June 1, 2018
Common Stock	04/12/2024		S		637	D	\$1,211.0291 <sup>(6)</sup>	15,591	I	Fortuna Trust dated June 1, 2018
Common Stock	04/12/2024		S		1,090	D	\$1,212.1291 <sup>(7)</sup>	14,501	I	Fortuna Trust dated June 1, 2018
Common Stock	04/12/2024		S		562	D	\$1,213.0086 <sup>(8)</sup>	13,939	I	Fortuna Trust dated June 1, 2018

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			Code	V	Amount	(A) or (D)	Price			
Common Stock	04/12/2024		S		871	D	\$1,214.0196 <sup>(9)</sup>	13,068	I	Fortuna Trust dated June 1, 2018
Common Stock	04/12/2024		S		314	D	\$1,215.0839 <sup>(10)</sup>	12,754	I	Fortuna Trust dated June 1, 2018
Common Stock	04/12/2024		S		307	D	\$1,216.1709 <sup>(11)</sup>	12,447	I	Fortuna Trust dated June 1, 2018
Common Stock	04/12/2024		S		148	D	\$1,216.9919 <sup>(12)</sup>	12,299	I	Fortuna Trust dated June 1, 2018
Common Stock	04/12/2024		S		67	D	\$1,217.9845 <sup>(13)</sup>	12,232	I	Fortuna Trust dated June 1, 2018
Common Stock	04/12/2024		S		204	D	\$1,219.2299 <sup>(14)</sup>	12,028	I	Fortuna Trust dated June 1, 2018
Common Stock	04/12/2024		S		618	D	\$1,220.203 <sup>(15)</sup>	11,410	I	Fortuna Trust dated June 1, 2018
Common Stock	04/12/2024		S		898	D	\$1,221.25 <sup>(16)</sup>	10,512	I	Fortuna Trust dated June 1, 2018
Common Stock	04/12/2024		S		831	D	\$1,222.2571 <sup>(17)</sup>	9,681	I	Fortuna Trust dated June 1, 2018
Common Stock	04/12/2024		S		403	D	\$1,223.3599 <sup>(18)</sup>	9,278	I	Fortuna Trust dated June 1, 2018
Common Stock	04/12/2024		S		617	D	\$1,224.3982 <sup>(19)</sup>	8,661	I	Fortuna Trust dated June 1, 2018
Common Stock	04/12/2024		S		217	D	\$1,225.1997 <sup>(20)</sup>	8,444	I	Fortuna Trust dated June 1, 2018
Common Stock	04/12/2024		S		260	D	\$1,226.2917 <sup>(21)</sup>	8,184	I	Fortuna Trust dated June 1, 2018

**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	04/12/2024		S		26	D	\$1,227.189 <sup>(22)</sup>	8,158	I	Fortuna Trust dated June 1, 2018

**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
Stock Option	\$270.88 <sup>(1)</sup>	04/12/2024		M			10,000	09/30/2018	04/25/2028	Common Stock	10,000	\$0	193,500	I	Fortuna Trust dated June 1, 2018

**Explanation of Responses:**

- The exercise price has been adjusted for dividends declared since August 1, 2022.
- Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$1206.2900 - \$1207.1900. 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.
- Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$1207.5100 - \$1208.5000. 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.
- Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$1208.5150 - \$1209.5000. 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.
- Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$1209.5100 - \$1210.4400. 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.
- Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$1210.5300 - \$1211.4750. 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.
- Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$1211.5500 - \$1212.5200. 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.
- Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$1212.5700 - \$1213.5600. 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.
- Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$1213.6200 - \$1214.5100. 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.
- Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$1214.6450 - \$1215.5700. 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.
- Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$1215.7100 - \$1216.6600. 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.
- Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$1216.7300 - \$1217.6650. 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.
- Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$1217.7400 - \$1218.4600. 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.
- Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$1218.7650 - \$1219.7000. 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.
- Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$1219.7700 - \$1220.7100. 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.
- Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$1220.7700 - \$1221.7600. 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.
- Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$1221.7900 - \$1222.7700. 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.
- Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$1222.8400 - \$1223.8200. 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.
- Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$1223.8900 - \$1224.8700. 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.
- Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$1224.8900 - \$1225.6500. 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.
- Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$1226.0050 - \$1226.7700. 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.
- Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$1227.1400 - \$1227.8950. 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-in-fact      04/16/2024

\*\* 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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