

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* SMALL ROBERT J (Last) (First) (Middle) C/O BERKSHIRE PARTNERS LLC 200 CLARENDON STREET, 35TH FLOOR (Street) BOSTON, MA 02116 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol TransDigm Group INC [TDG]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 02/06/2013	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

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	02/06/2012		P		21,387 ⁽¹⁾	A	\$139.6375 ⁽³⁾	3,823,752	I	By Berkshire Entities ⁽⁸⁾
Common Stock	02/06/2012		P		831 ⁽²⁾	A	\$139.6375 ⁽³⁾	159,493	I	By Stockbridge Partners LLC ⁽²⁾
Common Stock	02/07/2012		P		48,980 ⁽¹⁾	A	\$140.344 ⁽⁴⁾	3,872,732	I	By Berkshire Entities ⁽⁸⁾
Common Stock	02/07/2012		P		12,082 ⁽¹⁾	A	\$143.112 ⁽⁵⁾	3,884,814	I	By Berkshire Entities ⁽⁸⁾
Common Stock	02/07/2012		P		3,420 ⁽²⁾	A	\$140.344 ⁽⁴⁾	162,913	I	By Stockbridge Partners LLC ⁽²⁾
Common Stock	02/07/2012		P		844 ⁽²⁾	A	\$143.112 ⁽⁵⁾	163,757	I	By Stockbridge Partners LLC ⁽²⁾
Common Stock	02/08/2012		P		9,480 ⁽¹⁾	A	\$143.8673 ⁽⁶⁾	3,894,294	I	By Berkshire Entities ⁽⁸⁾
Common Stock	02/08/2012		P		78,800 ⁽¹⁾	A	\$144.4715 ⁽⁷⁾	3,973,094	I	By Berkshire Entities ⁽⁸⁾
Common Stock	02/08/2012		P		473 ⁽²⁾	A	\$143.8673 ⁽⁶⁾	164,230	I	By Stockbridge Partners LLC ⁽²⁾
Common Stock	02/08/2012		P		3,933 ⁽²⁾	A	\$144.4715 ⁽⁷⁾	168,163	I	By Stockbridge Partners LLC ⁽²⁾
Common Stock								24,901	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. 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)
Explanation of Responses:											

1. Represents shares acquired by certain of the Berkshire Entities (as defined below), consistent with their investment objective of achieving capital appreciation by investing primarily in marketable securities. This Form 4 has been filed because the Reporting Person is a director of the Issuer and a managing member of, or managing member of the general partner of, each of the Berkshire Entities. As such, the Reporting Person may be deemed to have shared voting and/or dispositive power over the shares held by the Berkshire Entities. However, the Reporting Person disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein.

2. Represents shares acquired by Stockbridge Partners LLC and held on behalf of a managed account by a Berkshire Entity. The Reporting Person has shared voting and dispositive power. This Form 4 has been filed because the Reporting Person is a director of the Issuer and a managing member of Stockbridge Partners LLC. As such, the Reporting Person may be deemed to have shared voting and/or dispositive power over these shares. However, the Reporting Person disclaim beneficial ownership of these shares, except to the extent of his pecuniary interest, if any, therein.

3. The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$139.17 to \$139.70. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in this footnote.

4. The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$139.95 to \$140.50. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in this footnote.

5. The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$143.04 to \$143.15. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in this footnote.

6. The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$143.20 to \$144.19. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in this footnote.

7. The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$144.20 to \$144.50. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in this footnote.

8. Owned by Berkshire Fund VII, L.P. ("VII"), Berkshire Fund VII-A, L.P. ("VII-A"), Berkshire Investors LLC ("Investors"), Berkshire Investors III LLC ("Investors III"), Stockbridge Fund, L.P. ("SF"), Stockbridge Fund M, L.P. ("SFM"), Stockbridge Absolute Return Fund, L.P. ("SARF") and Stockbridge Master Fund (OS), L.P. ("SOS") (collectively, the "Berkshire Entities"). Seventh Berkshire Associates LLC ("7BA") is the general partner of each of VII and VII-A. Stockbridge Associates LLC ("SA") is the general partner of SF, SFM, SARF and SOS. The Reporting Person is a managing member of each of 7BA, SA, Investors and Investors III. As such, the Reporting Person may be deemed to have shared voting and/or dispositive power over the shares held by such entities. However, the Reporting Person disclaims beneficial ownership of these shares, except to the extent of his pecuniary interest therein.

Remarks:

/s/ Robert J. Small 02/08/2012

** 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.