

Howley W Nicholas  
Form 4  
September 29, 2011

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Howley W Nicholas

(Last) (First) (Middle)  
1301 EAST NINTH STREET, SUITE 3710  
(Street)

CLEVELAND, OH 44114

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
TransDigm Group INC [TDG]

3. Date of Earliest Transaction (Month/Day/Year)  
09/28/2011

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chief Executive Officer

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	09/28/2011		M		33,000	A	\$ 6.68
Common Stock	09/28/2011		S		9,093	D	\$ 83.02 (1)
Common Stock	09/28/2011		S		5,800	D	\$ 83.86 (2)
Common Stock	09/28/2011		S		11,899	D	\$ 84.74 (3)

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Common Stock	09/28/2011	S	4,908	D	\$ 86.07 (4)	1,300	D	
Common Stock	09/28/2011	S	1,300	D	\$ 86.56 (5)	0	D	
Common Stock	09/28/2011	M	2,500	A	\$ 6.68	2,500	I	Bratenahl Investments, Ltd.
Common Stock	09/28/2011	S	963	D	\$ 83.06 (6)	1,537	I	Bratenahl Investments, Ltd.
Common Stock	09/28/2011	S	800	D	\$ 84.35 (7)	737	I	Bratenahl Investments, Ltd.
Common Stock	09/28/2011	S	437	D	\$ 85.03 (8)	300	I	Bratenahl Investments, Ltd.
Common Stock	09/28/2011	S	300	D	\$ 86.39 (9)	0	I	Bratenahl Investments, Ltd.

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

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(9-02)

**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 Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Stock Option	\$ 6.68	09/28/2011		M	33,000	09/30/2004	08/05/2013	Common Stock	33,000
Stock Option	\$ 6.68	09/28/2011		M	2,500	09/30/2004	08/05/2013	Common Stock	2,500



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