Laubenthal Raymond F Form 4 November 16, 2012

FORM 4

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

OMB APPROVAL OMB

Check this box

3235-0287 Number: January 31,

if no longer subject to Section 16. Form 4 or

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

2005 Estimated average burden hours per response... 0.5

Form 5 obligations may continue. See Instruction

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Laubenthal Raymond F Issuer Symbol TransDigm Group INC [TDG]

(Middle)

(Check all applicable)

TRANSDIGM GROUP

3. Date of Earliest Transaction

(Month/Day/Year) 11/15/2012

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

President and COO

INCORPORATED, 1301 EAST 9TH STREET, SUITE 3000

(Street)

(First)

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

CLEVELAND, OH 44114

(City)	(State)	(Zip) Tab	le I - Non-	Derivativ	e Secu	rities Acqui	red, Disposed of,	or Beneficial	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securionor Dispo (Instr. 3,	sed of 4 and (A) or	` ′	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)
Common Stock	11/15/2012		M	4,000	A	\$ 6.68	64,069	D	
Common Stock	11/15/2012		S	200	D	\$ 123.385 (1)	63,869	D	
Common Stock	11/15/2012		S	2,277	D	\$ 125.576 (2)	61,592	D	
Common Stock	11/15/2012		S	1,123	D	\$ 126.366	60,469	D	

Edgar Filing: Laubenthal Raymond F - Form 4

(3)

Common Stock S 400 D \$127.41 60,069 D

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

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 control number.

SEC 1474 (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)	on Date 3A. Deemed /Year) Execution Date, if any (Month/Day/Year)		5. Number op f 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 6.68	11/15/2012		M	4,000	08/05/2003	08/05/2013	Common Stock	4,000

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Laubenthal Raymond F

TRANSDIGM GROUP INCORPORATED 1301 EAST 9TH STREET, SUITE 3000 CLEVELAND, OH 44114

President and COO

Signatures

Halle Fine Terrion as attorney in fact for Raymond Laubenthal.

11/16/2012

**Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$123.05 \$123.72. The reporting person hereby undertakes, upon request of the Commission, the issuer or a security holder of the issuer, to provide full

Reporting Owners 2

Edgar Filing: Laubenthal Raymond F - Form 4

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 \$125.02 \$126.00.
- (2) 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 \$126.07 \$126.89.
- (3) 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 \$127.09 \$128.02.
- (4) 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.

Remarks:

All transactions reported herunder are made pursuant to an established 10b5-1 plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.