

Howley W Nicholas  
 Form 4  
 May 31, 2012

**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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 1301 EAST NINTH STREET, SUITE 3000  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 05/29/2012

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

CLEVELAND, OH 44114

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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 or Price		
Common Stock	05/29/2012		M		33,000 A \$ 6.68	33,000	D
Common Stock	05/29/2012		S		24,420 D \$ 124.0614	8,580	D
Common Stock	05/29/2012		S		8,243 D \$ 125.0109	337	D
Common Stock	05/29/2012		S		337 D \$ 125.9743	0	D

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Common Stock	05/29/2012		M	2,500	A	\$ 6.68	2,500	I	Bratenahl Capital Partners, Ltd.
Common Stock	05/29/2012		S	1,905	D	\$ 124.0825 (4)	595	I	Bratenahl Capital Partners, Ltd.
Common Stock	05/29/2012		S	595	D	\$ 125.1664 (5)	0	I	Bratenahl Capital Partners, Ltd.

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.**

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**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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 6.68	05/29/2012		M	10,623	09/30/2004 08/05/2013	Common Stock	10,623	
Stock Option	\$ 6.68	05/29/2012		M	22,377	08/05/2003 08/05/2013	Common Stock	22,377	
Stock Option	\$ 6.68	05/29/2012		M	680	09/30/2004 08/05/2013	Common Stock	680	
Stock Option	\$ 6.68	05/29/2012		M	1,812	08/05/2003 08/05/2013	Common Stock	1,812	

