

Howley W Nicholas
 Form 4
 May 29, 2013

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 3000
 (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)
 05/28/2013

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	Price	
Common Stock	05/28/2013		M		5,236	A \$ 13.37	5,236 D
Common Stock	05/28/2013		M		2,413	A \$ 6.68	7,649 D
Common Stock	05/28/2013		S		1,500	D \$ 147.6254 (1)	6,149 D
Common Stock	05/28/2013		S		4,349	D \$ 148.4669 (2)	1,800 D
	05/28/2013		S		1,400	D	400 D

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Common Stock					\$ 149.5136				
					(3)				
Common Stock	05/28/2013		S	400	D	\$ 150.3220		D	
						(4)			
Common Stock	05/28/2013		M	260	A	\$ 13.37	260	I	Bratenahl Capital Partners, Ltd.
Common Stock	05/28/2013		S	260	D	\$ 148.7950		I	Bratenahl Capital Partners, Ltd.
						(5)			

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

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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)	8. Amount or Number of Shares
Stock Option	\$ 13.37	05/28/2013		M	5,236	09/28/2005 08/05/2013	Common Stock	5,236
Stock Option	\$ 6.68	05/28/2013		M	2,413	08/05/2003 08/05/2013	Common Stock	2,413
Stock Option	\$ 13.37	05/28/2013		M	260	09/28/2005 08/05/2013	Common Stock	260

