

TransDigm Group INC
Form 4
June 19, 2013

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
Leary John F

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive Vice President

(Last) (First) (Middle)
C/O HARTWELL CORPORATION, 900 RICHFIELD RD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
06/17/2013

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

PLACENTIA, CA 92870

(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 Indirect Beneficial Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | |
| Common Stock | 06/17/2013 | | M | | 10,000 A \$ 6.68 | 10,000 | I | John F. Leary, Trustee of the Irrevocable Leary Family Trust dated 12/20/12 |
| Common Stock | 06/17/2013 | | S | | 10,000 D \$ 153 | 0 | I | John F. Leary, |

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| | | | | | | | | |
|--------------|------------|---|--------|---|----------|--------|---|---|
| Common Stock | 06/18/2013 | M | 15,000 | A | \$ 6.68 | 15,000 | I | Trustee of the Irrevocable Leary Family Trust dated 12/20/12 John F. Leary, Trustee of the Irrevocable Leary Family Trust dated 12/20/12 |
| Common Stock | 06/18/2013 | S | 15,000 | D | \$ 159.8 | 0 | I | John F. Leary, Trustee of the Irrevocable Leary Family Trust dated 12/20/12 |
| Common Stock | 06/18/2013 | M | 5,641 | A | \$ 6.68 | 5,641 | I | John F. Leary, Trustee of the Irrevocable Leary Family Trust dated 12/20/12 |
| Common Stock | 06/18/2013 | S | 5,641 | D | \$ 160 | 0 | I | John F. Leary, Trustee of the Irrevocable Leary Family Trust dated 12/20/12 |
| Common Stock | 06/18/2013 | M | 748 | A | \$ 13.37 | 748 | D | |
| Common Stock | 06/18/2013 | M | 16,919 | A | \$ 6.68 | 17,667 | D | |

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Common Stock 06/18/2013 S 17,667 D \$ 160 0 D

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Stock Option | \$ 6.68 | 06/18/2013 | | M | 8,664 | 09/30/2004 08/05/2013 | Common Stock 8,664 |
| Stock Option | \$ 6.68 | 06/18/2013 | | M | 8,255 | 08/05/2003 08/05/2013 | Common Stock 8,255 |
| Stock Option | \$ 13.37 | 06/18/2013 | | M | 748 | 09/28/2005 08/05/2013 | Common Stock 748 |
| Stock Option | \$ 6.68 | 06/17/2013 | | M | 10,000 | 08/05/2003 08/05/2013 | Common Stock 10,000 |
| Stock Option | \$ 6.68 | 06/18/2013 | | M | 15,000 | 08/05/2003 08/05/2013 | Common Stock 15,000 |
| | \$ 6.68 | 06/18/2013 | | M | 5,641 | 08/05/2003 08/05/2013 | 5,641 |

Stock
OptionCommon
Stock

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Leary John F C/O HARTWELL CORPORATION 900 RICHFIELD RD PLACENTIA, CA 92870 | | | Executive Vice President | |

Signatures

| | |
|--|------------|
| Halle Fine Terrion as attorney in fact for John Leary | 06/19/2013 |
| <u> </u> 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).

Remarks:

all transactions reported hereunder 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.
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