

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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**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  
  
(Last) (First) (Middle)  
  
C/O HARTWELL CORPORATION, 900 RICHFIELD RD  
  
(Street)  
  
PLACENTIA, CA 92870  
  
(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
TransDigm Group INC [TDG]  
  
3. Date of Earliest Transaction (Month/Day/Year)  
06/17/2013

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)  
  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Executive Vice President

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

**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<br>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   |

