

TransDigm Group INC  
Form 4  
May 15, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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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 \*  
Rufus Gregory

(Last) (First) (Middle)

TRANSDIGM GROUP  
INCORPORATED, 1301 EAST 9TH  
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)  
05/14/2014

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)  
Exec. VP, CFO and Secretary

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 Ownership (Instr. 4) |   |  |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|---|--|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |  |   |  |
|                                 |                                      |  |                                | Code  | V   | Amount   |  |   |  |
| Common Stock                    | 05/14/2014                           |  | M                              | 2,500   | A   | \$ 13.37   | 2,500                                      | I | By Jeffrey P. Consolo, Trustee of Irrevocable Trust dated December 8, 2012 |
| Common Stock                    | 05/14/2014                           |  | S                              | 900   | D   | \$ 182.6617  | 1,600                                      | I | By Jeffrey P. Consolo, Trustee of Irrevocable                              |

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|              |            |   |       |   |                    |     |   |  |
|--------------|------------|---|-------|---|--------------------|-----|---|--|
| Common Stock | 05/14/2014 | S | 1,372 | D | \$ 183.6576<br>(2) | 228 | I | Trust dated December 8, 2012<br>By Jeffrey P. Consolo, Trustee of Irrevocable Trust dated December 8, 2012 |
| Common Stock | 05/14/2014 | S | 228   | D | \$ 185             | 0   | I | By Jeffrey P. Consolo, Trustee of Irrevocable Trust dated December 8, 2012                                 |

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

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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) | 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 |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                         | Amount or Number of Shares |
| Stock Option                               | \$ 13.37   | 05/14/2014                           |  | M                              | 984   | 10/01/2005 10/01/2015                                    | Common Stock  | 984                           |                            |
| Stock Option                               | \$ 13.37   | 05/14/2014                           |  | M                              | 1,516   | 09/30/2006 10/01/2015                                    | Common Stock  | 1,516                         |                            |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                             |       |
|--|---------------|-----------|-----------------------------|-------|
|  | Director      | 10% Owner | Officer                     | Other |
| Rufus Gregory<br>TRANSDIGM GROUP INCORPORATED<br>1301 EAST 9TH STREET, SUITE 3000<br>CLEVELAND, OH 44114 |               |           | Exec. VP, CFO and Secretary |       |

## Signatures

Halle Fine Terrion as attorney in fact for Gregory Rufus. 05/15/2014

\_\_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).  
 Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$182.03 - \$183.17.  
 (1) 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 \$183.295 - \$184.01.  
 (2) \$184.01. 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 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. 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.