

TransDigm Group INC
 Form 4
 June 18, 2014

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 *
 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)
 06/16/2014

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 | 06/16/2014 | | M | A | 10,000 | \$ 27.08 | 15,000 D |
| Common Stock | 06/16/2014 | | S | D | 10,000 | \$ 17.0001 | 5,000 D |
| Common Stock | 06/16/2014 | | M | A | 2,500 | \$ 13.37 | 2,500 I |
| | | | | | | | By Jeffrey P. Consolo, Trustee of Irrevocable Trust dated December |

| | | | | | | | | |
|--------------|------------|---|-------|---|--------|---|---|---|
| Common Stock | 06/16/2014 | S | 2,500 | D | \$ 170 | 0 | I | 8, 2012 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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(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 | \$ 27.08 | 06/16/2014 | | M | 10,000 | 09/30/2009 | 11/17/2018 | Common Stock | 10,000 |
| Stock Option | \$ 13.37 | 06/16/2014 | | M | 2,500 | 09/30/2006 | 10/01/2015 | Common Stock | 2,500 |

Reporting Owners

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

Signatures

Halle Fine Terrion as attorney in fact for Gregory
Rufus

06/18/2014

__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 \$170.00 - \$170.01.
- (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.

Remarks:

All transactions reported herein were made pursuant to a pre-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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