Howley W Nicholas Form 4 December 13, 2011

FORM 4

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

OMB Number: 3235-0287

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

OMB APPROVAL

Form 4 or Form 5 obligations may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

TransDigm Group INC [TDG]

3. Date of Earliest Transaction

Symbol

burden hours per response... 0.5

1(b).

(Last)

Common

Stock

12/13/2011

(Print or Type Responses)

Howley W Nicholas

1. Name and Address of Reporting Person *

(First)

(Middle)

1301 EAST NINTH STREET, SUITE 3710	h/Day/Year) 2/2011				_X_ Director 10% Owner _X_ Officer (give title Other (specify below) Chief Executive Officer				
(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
CLEVELAND, OH 44114						Form filed by More than One Reporting Person			
(City) (State)	(Zip) Ta	(Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned							
1.Title of Security (Month/Day/Year (Instr. 3)		3. Transacti Code (Instr. 8)	4. Securities Acquired (A) our Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price			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)	
Common Stock 12/12/2011		M	2,149	A	\$ 6.68	2,149	I	Bratenahl Investments, Ltd.	
Common Stock 12/12/2011		S	2,149	D	\$ 96.198 (1)	0	I	Bratenahl Investments, Ltd.	
Common Stock 12/13/2011		M	5,351	A	\$ 6.68	5,351	I	Bratenahl Investments, Ltd.	

5,351

D

\$

97.0624

0

Ι

S

Bratenahl

Investments,

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					(2)			Ltd.
Common Stock	12/12/2011	M	1,248	A	\$ 6.68	1,248	D	
Common Stock	12/12/2011	S	1,248	D	\$ 96.026 (3)	0	D	
Common Stock	12/13/2011	M	28,752	A	\$ 6.68	28,752	D	
Common Stock	12/13/2011	S	28,752	D	\$ 97.0012 (<u>4)</u>	0	D	

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 orDerivative 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	12/12/2011		M		2,149	09/30/2004	08/05/2013	Common Stock	2,149
Stock Option	\$ 6.68	12/13/2011		M		5,351	09/30/2004	08/05/2013	Common Stock	5,351
Stock Option	\$ 6.68	12/12/2011		M		1,248	09/30/2004	08/05/2013	Common Stock	1,248
Stock Option	\$ 6.68	12/13/2011		M		28,752	09/30/2004	08/05/2013	Common Stock	28,752

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners 2

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Director 10% Owner Officer Other

Howley W Nicholas 1301 EAST NINTH STREET SUITE 3710 CLEVELAND, OH 44114

X

Chief Executive Officer

Signatures

Halle Fine Terrion as attorney-in-fact for W. Nicholas Howley

12/13/2011

**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 \$96.00 \$96.43.
- (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 \$97.01 \$97.11.
- (2) 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 \$96.00 \$96.32.
- (3) 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 \$97.00 \$97.055.
- (4) 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.

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.

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