

TransDigm Group INC
Form 4
March 02, 2015

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 *
Howley W Nicholas

(Last) (First) (Middle)
1301 EAST NINTH 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)
02/27/2015

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)
Chief Executive Officer

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 02/27/2015 | | M | | 85,000 A \$ 27.08 | 111,735 | D |
| Common Stock | 02/27/2015 | | S | | 27,775 D \$ 216.3106 | 83,960 | D |
| Common Stock | 02/27/2015 | | S | | 24,935 D \$ 217.0476 | 59,025 | D |
| Common Stock | 02/27/2015 | | S | | 13,385 D \$ 218.2466 | 45,640 | D |

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| | | | | | | | | |
|--------------|------------|---|--------|---|-------------------|-----------------|---|----------------------------------|
| Common Stock | 02/27/2015 | S | 9,816 | D | \$ <u>(4)</u> | 219,3456 35,824 | D | |
| Common Stock | 02/27/2015 | S | 8,189 | D | \$ <u>(5)</u> | 220.1677 27,635 | D | |
| Common Stock | 02/27/2015 | S | 900 | D | \$ <u>(6)</u> | 221.0144 26,735 | D | |
| Common Stock | 02/27/2015 | M | 50,000 | A | \$ 82.67 | 50,000 | I | Bratenahl Capital Partners, Ltd. |
| Common Stock | 02/27/2015 | S | 20,393 | D | \$ <u>(7)</u> | 216.264 29,607 | I | Bratenahl Capital Partners, Ltd. |
| Common Stock | 02/27/2015 | S | 8,382 | D | \$ <u>(8)</u> | 217.2012 21,225 | I | Bratenahl Capital Partners, Ltd. |
| Common Stock | 02/27/2015 | S | 6,798 | D | \$ <u>(9)</u> | 218.2513 14,427 | I | Bratenahl Capital Partners, Ltd. |
| Common Stock | 02/27/2015 | S | 5,200 | D | \$ <u>(10)</u> | 219.54 9,227 | I | Bratenahl Capital Partners, Ltd. |
| Common Stock | 02/27/2015 | S | 8,736 | D | \$ <u>(11)</u> | 220.3492 491 | I | Bratenahl Capital Partners, Ltd. |
| Common Stock | 02/27/2015 | S | 491 | D | \$ <u>(12)</u> | 221.114 0 | I | Bratenahl Capital Partners, Ltd. |

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)**

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| 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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Option | \$ 27.08 | 02/27/2015 | | M | 85,000 | 09/30/2009 11/17/2018 | Common Stock | 85,000 |
| Stock Option | \$ 82.67 | 02/27/2015 | | M | 50,000 | 09/30/2014 03/04/2021 | Common Stock | 50,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Howley W Nicholas 1301 EAST NINTH STREET SUITE 3000 CLEVELAND, OH 44114 | X | | Chief Executive Officer | |

Signatures

Halle Fine Terrion as attorney in fact for W. Nicholas
Howley 03/02/2015

**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).
- (1) Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$215.77 - \$216.75. 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.
- (2) Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$216.76 - \$217.75. 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.
- (3) Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$217.76 - \$218.67. 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.
- (4) Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$219.00 - \$219.77. 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.
- (5)

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Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$220.00 - \$220.99. 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.

- (6) Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$221.00 - \$221.08. 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.

- (7) Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$215.81 - \$216.80. 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.

- (8) Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$216.80 - \$217.80. 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.

- (9) Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$217.82 - \$218.81. 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.

- (10) Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$219.00 - \$219.77. 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.

- (11) Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$220.00 - \$220.99. 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.

- (12) Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$221.01 - \$221.31. 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.

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