Howley W Nicholas Form 4 May 29, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

January 31, 2005

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OMB APPROVAL

Check this box if no longer subject to Section 16. 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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Howley W Nicholas			2. Issuer Name and Ticker or Trading Symbol TransDigm Group INC [TDG]	5. Relationship of Reporting Person(s) to Issuer		
(Last) (First)		(Middle)	3. Date of Earliest Transaction	(Check all applicable)		
			(Month/Day/Year)	X Director 10% Owner		
1301 EAST NINTH			05/28/2013	X Officer (give title Other (specify below)		
STREET, SUITE 3000				Chief Executive Officer		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line)		
CLEVELAND, OH 44114				_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) 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. 4. Securities Acquired (A) Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Price				Securities Ownership Beneficially Form: Owned Direct (D)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
Common Stock	05/28/2013		M	5,236	A	\$ 13.37	5,236	D			
Common Stock	05/28/2013		M	2,413	A	\$ 6.68	7,649	D			
Common Stock	05/28/2013		S	1,500	D	\$ 147.6254 (1)	6,149	D			
Common Stock	05/28/2013		S	4,349	D	\$ 148.4669 (2)	1,800	D			
	05/28/2013		S	1,400	D		400	D			

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Common Stock					\$ 149.5136 (3)			
Common Stock	05/28/2013	S	400	D	\$ 150.322 (4)	0	D	
Common Stock	05/28/2013	M	260	A	\$ 13.37	260	I	Bratenahl Capital Partners, Ltd.
Common Stock	05/28/2013	S	260	D	\$ 148.795 (5)	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)

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. Transacti Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exerci Expiration Dat (Month/Day/Y	te	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	\$ 13.37	05/28/2013		M		5,236	09/28/2005	08/05/2013	Common Stock	5,236
Stock Option	\$ 6.68	05/28/2013		M		2,413	08/05/2003	08/05/2013	Common Stock	2,413
Stock Option	\$ 13.37	05/28/2013		M		260	09/28/2005	08/05/2013	Common Stock	260

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Howley W Nicholas
1301 EAST NINTH STREET X Chief Executive Officer

SUITE 3000

Signatures

CLEVELAND, OH 44114

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

05/29/2013

**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 \$147.05 -
- (1) \$148.0405. 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 \$148.06 \$148.99.
- (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 \$149.09 \$150.08.
- (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 \$150.19 \$150.52.
- (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.
 - Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$148.72 \$148.87.
- (5) 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.

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