SMALL ROBERT J

Form 4

February 08, 2013

FORM 4

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005

OMB APPROVAL

Form 4 or Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations

Estimated average burden hours per response... 0.5

may continue. See Instruction

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 * SMALL ROBERT J

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

02/06/2013

(Middle)

TransDigm Group INC [TDG]

(Check all applicable)

(Last) (First) 3. Date of Earliest Transaction (Month/Day/Year)

_X__ Director 10% Owner Officer (give title _ Other (specify

C/O BERKSHIRE PARTNERS LLC, 200 CLARENDON STREET, 35TH FLOOR

> (Street) 4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

BOSTON,, MA 02116

(City)	(State)	(Zip) Tak	ble I - Non	-Derivativ	d, 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. Securit on Disposed (Instr. 3, 4)	of (D)		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	02/06/2012		P	21,387 (1)	A	\$ 139.6375 (3)	3,823,752	I	By Berkshire Entities (8)
Common Stock	02/06/2012		P	831 (2)	A	\$ 139.6375 (3)	159,493	I	By Stockbridge Partners LLC (2)
Common Stock	02/07/2012		P	48,980 (1)	A	\$ 140.344 (4)	3,872,732	I	By Berkshire Entities (8)

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Common Stock	02/07/2012	P	12,082 (1)	A	\$ 143.112 (5)	3,884,814	I	By Berkshire Entities (8)
Common Stock	02/07/2012	P	3,420 (2)	A	\$ 140.344 (4)	162,913	I	By Stockbridge Partners LLC (2)
Common Stock	02/07/2012	P	844 (2)	A	\$ 143.112 (<u>5)</u>	163,757	I	By Stockbridge Partners LLC (2)
Common Stock	02/08/2012	P	9,480 (1)	A	\$ 143.8673 <u>(6)</u>	3,894,294	I	By Berkshire Entities (8)
Common Stock	02/08/2012	P	78,800 (1)	A	\$ 144.4715 <u>(7)</u>	3,973,094	I	By Berkshire Entities (8)
Common Stock	02/08/2012	P	473 (2)	A	\$ 143.8673 (6)	164,230	I	By Stockbridge Partners LLC (2)
Common Stock	02/08/2012	P	3,933 (2)	A	\$ 144.4715 <u>(7)</u>	168,163	I	By Stockbridge Partners LLC (2)
Common Stock						24,901	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration Date	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/Year)	Underlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8) Derivative		e	Securities	(Instr. 5)	Bene
	Derivative				Securities		(Instr. 3 and 4)		Owne
	Security			Acquired				Follo	
					(A) or				Repo
					Disposed				Trans
					of (D)				(Instr
					(Instr. 3,				
					4. and 5)				

(9-02)

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Date Expiration Title Number of Code V (A) (D)

Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SMALL ROBERT J C/O BERKSHIRE PARTNERS LLC 200 CLARENDON STREET, 35TH FLOOR BOSTON,, MA 02116

Signatures

/s/ Robert J. 02/08/2012 Small

**Signature of Date
Reporting Person

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).

X

Represents shares acquired by certain of the Berkshire Entities (as defined below), consistent with their investment objective of achieving capital appreciation by investing primarily in marketable securities. This Form 4 has been filed because the Reporting Person is a director

- (1) of the Issuer and a managing member of, or managing member of the general partner of, each of the Berkshire Entities. As such, the Reporting Person may be deemed to have shared voting and/or dispositive power over the shares held by the Berkshire Entities. However, the Reporting Person disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein.
 - Represents shares acquired by Stockbridge Partners LLC and held on behalf of a managed account over which it has shared voting and sole dispositive power. This Form 4 has been filed because the Reporting Person is a director of the Issuer and a managing member of
- (2) Stockbridge Partners LLC. As such, the Reporting Person may be deemed to have shared voting and/or dispositive power over these shares. However, the Reporting Person disclaim beneficial ownership of these shares, except to the extent of his pecuniary interest, if any, therein.
- The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$139.17 to \$139.70. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in this footnote.
- The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$139.955 to \$140.50. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in this footnote.
- The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$143.045 to \$143.15. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in this footnote.
- The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$143.20 to \$144.19. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in this footnote.

(7)

Reporting Owners 3

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The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$144.20 to \$144.50. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in this footnote.

- Owned by Berkshire Fund VII, L.P. ("VII"), Berkshire Fund VII-A, L.P. ("VII-A"), Berkshire Investors LLC ("Investors"), Berkshire Investors III LLC ("Investors III"), Stockbridge Fund, L.P. ("SF"), Stockbridge Fund M, L.P. ("SFM"), Stockbridge Absolute Return Fund, L.P. ("SARF") and Stockbridge Master Fund (OS), L.P. ("SOS") (collectively, the "Berkshire Entities"). Seventh Berkshire
- (8) Associates LLC ("7BA") is the general partner of each of VII and VII-A. Stockbridge Associates LLC ("SA") is the general partner of SF, SFM, SARF and SOS. The Reporting Person is a managing member of each of 7BA, SA, Investors and Investors III. As such, the Reporting Person may be deemed to have shared voting and/or dispositive power over the shares held by such entities. However, the Reporting Person disclaims beneficial ownership of these shares, except to the extent of his pecuniary interest therein.

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.