TransDigm Group Form 4 February 17, 2016							OMB AP	PROVAL		
Check this box if no longer	UNITED STATES	Washingto	n, D.C. 20	549			OMB Number: Expires:	3235-0287 January 31,		
subject to Section 16. Form 4 or Form 5	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES2005SECURITIESEstimated average burden hours per response2005Filed 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 19400.5									
(Print or Type Response	es)									
1. Name and Address of SMALL ROBERT	· ·	2. Issuer Name <b>a</b> Symbol TransDigm Gro			Issu			on(s) to		
(Last) (Fi	rst) (Middle)	3. Date of Earliest	Transaction	-			all applicable)	-		
C/O BERKSHIRE LLC, 200 CLARE 35TH FLOOR		(Month/Day/Year) 02/11/2016	)			C Director Officer (give tit ww)		Owner (specify		
·	reet)	4. If Amendment, Filed(Month/Day/Y	-	l	App _X_	ndividual or Join olicable Line) _ Form filed by On Form filed by Mor	e Reporting Pers	son		
BOSTON, MA 02					Pers	son	-	-		
	ate) (Zip)				-	d, Disposed of, o	-			
	action Date 2A. Deemo Day/Year) Execution any (Month/Da	Date, if Transacti Code y/Year) (Instr. 8)	orDisposed of (Instr. 3, 4 a	f (D) and 5) (A) or		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)		
		Code V	Amount	(D)	Price	(		By		
Common 02/11/2 Stock	2016	Р	3,628 <u>(1)</u>	А	\$ 185.5102 (6)	2,499,019	Ι	Berkshire Entities $(3)$ (4) $(5)$		
Common 02/11/2 Stock	2016	Р	103 <u>(2)</u>	A	\$ 185.5102 ( <u>6)</u>	215,759	Ι	By Stockbridge Partners LLC (2)		
Common 02/11/2 Stock	2016	Р	24,087 (1)	A	\$ 186.7174 (7)	2,523,106	Ι	By Berkshire Entities (3)		

								<u>(4)</u> <u>(5)</u>
Common Stock	02/11/2016	Р	681 <u>(2)</u>	A	\$ 186.7174 (7)	216,440	I	By Stockbridge Partners LLC (2)
Common Stock	02/11/2016	Р	116,453 (1)	A	\$ 187.4124 (8)	2,639,559	I	By Berkshire Entities $(3)$ (4) $(5)$
Common Stock	02/11/2016	Р	3,294 <u>(2)</u>	A	\$ 187.4124 (8)	219,734	I	By Stockbridge Partners LLC (2)
Common Stock	02/11/2016	Р	18,418 (1)	A	\$ 188.4749 (9)	2,657,977	I	By Berkshire Entities $(3)$ (4) $(5)$
Common Stock	02/11/2016	Р	521 <u>(2)</u>	A	\$ 188.4749 (9)	220,255	I	By Stockbridge Partners LLC (2)
Common Stock	02/11/2016	Р	51,826 (1)	A	\$ 189.5764 (10)	2,709,803	I	By Berkshire Entities $(3)$ (4) $(5)$
Common Stock	02/11/2016	Р	1,466 <u>(2)</u>	A	\$ 189.5764 (10)	221,721	I	By Stockbridge Partners LLC (2)
Common Stock	02/11/2016	Р	28,712 (1)	A	\$ 190.1633 (11)	2,738,515	I	By Berkshire Entities $(3)$ (4) $(5)$
Common Stock	02/11/2016	Р	811 <u>(2)</u>	A	\$ 190.1633 (11)	222,532	I	By Stockbridge Partners LLC (2)
Common Stock	02/12/2016	Р	18,142 (1)	A	\$ 191.355 (12)	2,756,657	I	By Berkshire Entities $(3)$ (4) $(5)$
Common Stock	02/12/2016	Р	2,033 <u>(2)</u>	A	\$ 191.355 (12)	224,565	I	By Stockbridge Partners LLC (2)

Common Stock	02/12/2016	Р	12,117 (1)	A	\$ 192.0758 (13)	2,768,774	Ι	By Berkshire Entities $(3)$ (4) $(5)$
Common Stock	02/12/2016	Р	1,358 <u>(2)</u>	А	\$ 192.0758 (13)	225,923	Ι	By Stockbridge Partners LLC (2)
Common Stock	02/12/2016	Р	4,947 <u>(1)</u>	A	\$ 192.972 (14)	2,773,721	I	By Berkshire Entities $(3)$ (4) $(5)$
Common Stock	02/12/2016	Р	555 <u>(2)</u>	A	\$ 192.972 (14)	226,478	I	By Stockbridge Partners LLC (2)
Common Stock	02/12/2016	Р	2,453 <u>(1)</u>	A	\$ 193.9698 (15)	2,776,174	I	By Berkshire Entities $(3)$ (4) $(5)$
Common Stock	02/12/2016	Р	275 <u>(2)</u>	A	\$ 193.9698 (15)	226,753	I	By Stockbridge Partners LLC (2)
Common Stock	02/12/2016	Р	140,022 (1)	A	\$ 195.1754 (16)	2,916,196	I	By Berkshire Entities $(3)$ (4) $(5)$
Common Stock	02/12/2016	Р	15,696 (2)	A	\$ 195.1754 (16)	242,449	I	By Stockbridge Partners LLC (2)
Common Stock	02/12/2016	Р	2,160 <u>(1)</u>	A	\$ 195.7479 (17)	2,918,356	Ι	By Berkshire Entities $(3)$ (4) $(5)$
Common Stock	02/12/2016	Р	242 <u>(2)</u>	A	\$ 195.7479 (17)	242,691	Ι	By Stockbridge Partners LLC (2)
Common Stock	02/16/2016	Р	4,342 <u>(1)</u>	A	\$ 196.9648 (18)	2,922,698	Ι	By Berkshire Entities $(3)$ (4) $(5)$
	02/16/2016	Р	2,239 (2)	А		244,930	Ι	

Common Stock				\$ 196.9648 (18)			By Stockbridge Partners LLC (2)
Common Stock	02/16/2016	Р	2,663 <u>(1)</u> A	\$ 197.4836 (19)	2,925,361	I	By Berkshire Entities $(3)$ (4) $(5)$
Common Stock	02/16/2016	Р	1,373 ( <u>2)</u> A	\$ 197.4836 (19)	246,303	I	By Stockbridge Partners LLC (2)
Common Stock	02/16/2016	Р	4,468 <u>(1)</u> A	\$ 198.9949 (20)	2,929,829	Ι	By Berkshire Entities $(3)$ (4) $(5)$
Common Stock	02/16/2016	Р	2,305 <u>(2)</u> A	\$ 198.9949 (20)	248,608	Ι	By Stockbridge Partners LLC (2)

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

Persons who respond to the collection of information contained in this form are not (9-02) 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 Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Securi (Instr.	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

# **Reporting Owners**

Reporting Person

Reporting Owner Name / Address		Relationships							
	Director	10% Owner	Officer	Other					
SMALL ROBERT J C/O BERKSHIRE PARTN 200 CLARENDON STREE BOSTON, MA 02116	Х								
Signatures									
/s/ Robert J. Small	02/17/2016								
**Signature of	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).

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 of the Issuer and a managing member of, or managing member of the general partner of, each of the Berkshire Entities. As

(1) Is a director of the issuer and a managing member of, or managing member of the general particle 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 ("SP") 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

(2) member of SP. As such, the Reporting Person may be deemed to have shared voting and/or dispositive power over the shares held by Stockbridge Partners LLC. However, the Reporting Person disclaims beneficial ownership of these shares, except to the extent of his pecuniary interest, if any, therein.

Owned by Berkshire Fund VII, L.P. ("VII"), Berkshire Fund VII-A, L.P. ("VII-A"), Berkshire Fund VIII, L.P. ("VIII"), Berkshire Fund VIII-A, L.P. ("VIII-A"), Berkshire Investors LLC ("Investors"), Berkshire Investors III LLC ("Investors III"), Berkshire Investors IV LLC ("Investors IV"), Stockbridge Fund, L.P. ("SF"), Stockbridge Absolute Return Fund, L.P. ("SARF") and Stockbridge Master Fund

- (3) (OS), L.P. ("SOS") (collectively, the "Berkshire Entities"). Berkshire Partners Holdings LLC ("BPH") is the general partner of BPSP, L.P. ("BPSP"), which is the managing member of each of Berkshire Partners LLC, the registered investment adviser to VII, VII-A, VIII, VIII-A, Investors, Investors III, Investors IV ("BP") and SP, the registered investment adviser to SF, SARF and SOS. Seventh Berkshire Associates LLC ("7BA") is the general partner of each of VII and VII-A.
- (4) (Continued from footnote 3): Eighth Berkshire Associates LLC ("8BA") is the general partner of each of VIII and VIII-A. Stockbridge Associates LLC ("SA") is the general partner of SF, SARF and SOS.

 The Reporting Person is a managing member of each of BPH, BPSP, BP, SP, 8BA, 7BA, SA, Investors, Investors III and Investors IV.
 (5) 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.

The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions ranging from \$184.9900 to \$185.9899. 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 ranging from \$185,9900 to \$186,9899. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the

- (7) \$153.9900 to \$180.9899. The Reporting Person undertakes to provide to the issuer, any security holder of the issuer of the start of the scart of the start of the scart of
- (8) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions ranging from \$186.9900 to \$187.9899. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the

(6)

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.

(9) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions ranging from \$187.9900 to \$188.9899. 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.

(10) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions ranging from \$188.9900 to \$189.9899. 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 ranging from

(11) \$189.9900 to \$190.6800. 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 ranging from \$190.7400 to \$191.7399. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the

(12) \$190.1400 to \$191.1599. The Reporting Ferson undertakes to provide to the issuer, any security holder of the issuer of the scale of the scal

The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions ranging from

(13) \$191.7400 to \$192.7399. 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.

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(15) 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.

(16) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions ranging from
 (16) \$194.7400 to \$195.7399. 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 ranging from

(17) \$195.7400 to \$195.7500. 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 ranging from \$196.3600 to \$197.3599. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the

(18) 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 ranging from

(19) \$197.3600 to \$198.3599. 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 ranging from \$198.3600 to \$199.3599. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the

(20) \$198,3000 to \$199,3399. The Reporting Person undertakes to provide to the issuer, any security nonder of the issuer of the start o

#### **Remarks:**

Form 1 of 2

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.