TransDigm Group INC Form 4 February 26, 2015

## FORM 4

Form 4 or

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

Check this box if no longer subject to **SECURITIES** Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \* Rufus Gregory

Symbol

TransDigm Group INC [TDG]

2. Issuer Name and Ticker or Trading

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

02/25/2015

TRANSDIGM GROUP INCORPORATED, 1301 EAST 9TH STREET, SUITE 3000

(Street)

(First)

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

**OMB** 

Number:

Expires:

response...

Estimated average

burden hours per

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

Director 10% Owner \_X\_\_ Officer (give title Other (specify below)

Exec. VP, CFO and Secretary

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

CLEVELAND,	OH 44114
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(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)	Deemed 3. 4. Securities Acquired (A) or cution Date, if TransactiorDisposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)				5. Amount of Securities Ownership Beneficially Form: Owned Direct (D) Following or Indirect Reported (I) Transaction(s) (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common	02/25/2015		Code V M	Amount 20,000	or (D)	Price \$ 27.08	(Instr. 3 and 4) 30,000	D	
Stock	02/23/2013		141	20,000	7.	\$	30,000	D	
Common Stock	02/25/2015		S	20,000	D	224.6093 (1)	10,000	D	
Common Stock	02/25/2015		M	14,920	A	\$ 13.37	14,920	I	By Jeffrey P. Consolo, Trustee of Irrevocable Trust dated

December

#### Edgar Filing: TransDigm Group INC - Form 4

								8, 2012
Common Stock	02/25/2015	S	12,620	D	\$ 223.0128 (2)	2,300	I	By Jeffrey P. Consolo, Trustee of Irrevocable Trust dated December 8, 2012
Common Stock	02/25/2015	S	2,300	D	\$ 223.9544 (3)	0	I	By Jeffrey P. Consolo, Trustee of Irrevocable Trust dated December 8, 2012

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

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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. Transactic Code (Instr. 8)	5. Number of or 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)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 27.08	02/25/2015		M		20,000	09/30/2009	11/17/2018	Common Stock	20,000
Stock Option	\$ 13.37	02/25/2015		M		14,920	09/30/2006	10/01/2015	Common Stock	14,920

SEC 1474

(9-02)

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Rufus Gregory TRANSDIGM GROUP INCORPORATED 1301 EAST 9TH STREET, SUITE 3000 CLEVELAND, OH 44114

Exec. VP, CFO and Secretary

## **Signatures**

Halle Fine Terrion as attorney in fact for Gregory Rufus.

02/26/2015

\*\*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).
- Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$224.50 \$225.02.
- (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 \$222.62 \$223.56.
- (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 \$223.71 \$224.20.
- (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.

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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