TransDigm Group INC Form 4 July 01, 2016

FORM 4

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

OMB Number: 3235-0287

Check this box if no longer

Expires: January 31, 2005

OMB APPROVAL

if no longer subject to Section 16. Form 4 or Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

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

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1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** Iversen Bernt G II			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
			TransDigm Group INC [TDG]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				
CHAMPION AEROSPACE LLC, 1230 OLD NORRIS ROAD			(Month/Day/Year) 06/30/2016	Director 10% Owner _X Officer (give title Other (specify below) Executive Vice President			
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person			
LIBERTY, SC 29657				Form filed by More than One Reporting Person			

	(City)	(State)	(Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								
Secu	tle of urity tr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acque TransactionDisposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (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)	
Con	mmon eck	06/30/2016		M	10,000	A	\$ 27.08	15,010	D		
Cor	mmon	06/30/2016		S	5,839	D	\$ 263.3825 (1)	9,171	D		
Cor	mmon	06/30/2016		S	1,050	D	\$ 262.2929 (2)	8,121	D		
Cor	mmon	06/30/2016		S	2,411	D	\$ 261.2562	5,710	D		

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Common Stock 06/30/2016 S 700 D \$260.435 5,010 D

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. Transactic Code (Instr. 8)	5. Number of ionDerivative 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	06/30/2016		M		10,000	09/30/2009	11/17/2018	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Iversen Bernt G II CHAMPION AEROSPACE LLC 1230 OLD NORRIS ROAD LIBERTY, SC 29657

Executive Vice President

Signatures

Halle Fine Terrion as attorney in fact for Bernt Iversen

07/01/2016

**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 \$263.76 \$262.83.
- (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.
- (2) Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$262.74 \$261.75. The reporting person hereby undertakes, upon request of the Commission, the issuer or a security holder of the issuer, to provide full

Reporting Owners 2

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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 \$261.66 \$260.67.
- (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 \$260.66 \$259.94.
- (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.

Remarks:

All transactions reported hereunder made pursuant to an existing 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.