

SMALL ROBERT J
Form 4
February 11, 2011

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
SMALL ROBERT J

(Last) (First) (Middle)

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

(Street)

BOSTON, MA 02116

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
TransDigm Group INC [TDG]

3. Date of Earliest Transaction
(Month/Day/Year)
02/09/2011

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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)			
			Code	V	Amount or Price (A) or (D)					
Common Stock	02/09/2011		P		39,716 (1)	A	\$ 81.98 (2)	4,370,478	I	By Berkshire Entities (3)
Common Stock	02/10/2011		P		24,000 (1)	A	\$ 81.77 (4)	4,394,478	I	By Berkshire Entities (3)
Common Stock	02/09/2011		P		6,684 (5)	A	\$ 81.98 (2)	135,984	I	By Stockbridge Partners LLC (5)

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the Reporting Person disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein.

- (2) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$81.63 to \$82.15. 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.

- (3) Owned by Berkshire Fund VII, L.P., Berkshire Fund VII-A, L.P., Berkshire Investors LLC, Berkshire Investors III LLC, Stockbridge Fund, L.P., Stockbridge Fund M, L.P. and Stockbridge Absolute Return Fund, L.P. (collectively, the "Berkshire Entities"). Seventh Berkshire Associates LLC is the general partner of each of Berkshire Fund VII, L.P. and Berkshire Fund VII-A, L.P. Stockbridge Associates LLC is the general partner of Stockbridge Fund, L.P., Stockbridge Fund M, L.P. and Stockbridge Absolute Return Fund, L.P. The Reporting Person is a managing member of each of Seventh Berkshire Associates LLC, Stockbridge Associates LLC, Berkshire Investors LLC and Berkshire Investors III LLC. 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.

- (4) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$81.50 to \$82.00. 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.

- (5) Represents shares acquired and held by Stockbridge Partners LLC on behalf of a managed account over which it has shared voting and sole dispositive power. The Reporting Person is a managing member of 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 disclaims beneficial ownership of these shares, except to the extent of his pecuniary interest, if any, 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.