

TransDigm Group INC  
Form 4  
December 14, 2016

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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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)  
12/12/2016

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 (A) or (D) Price					
Common Stock	12/12/2016		P		20,638 (1)	A	\$ 246.1421 (6)	3,153,187	I	By Berkshire Entities (3) (4) (5)
Common Stock	12/12/2016		P		6,162 (2)	A	\$ 246.1421 (6)	290,408	I	By Stockbridge Partners LLC (2)
Common Stock	12/12/2016		P		25,911 (1)	A	\$ 247.2736 (7)	3,179,098	I	By Berkshire Entities (3)

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									(4) (5)
Common Stock	12/12/2016	P	7,735 (2)	A	\$ 247.2736 (7)	298,143	I		By Stockbridge Partners LLC (2)
Common Stock	12/12/2016	P	18,097 (1)	A	\$ 248.1602 (8)	3,197,195	I		By Berkshire Entities (3) (4) (5)
Common Stock	12/12/2016	P	5,403 (2)	A	\$ 248.1602 (8)	303,546	I		By Stockbridge Partners LLC (2)
Common Stock	12/13/2016	P	6,581 (1)	A	\$ 247.8912 (9)	3,203,776	I		By Berkshire Entities (3) (4) (5)
Common Stock	12/13/2016	P	1,451 (2)	A	\$ 247.8912 (9)	304,997	I		By Stockbridge Partners LLC (2)
Common Stock						6,113	I		By Family Trusts (10)
Common Stock						22,000	I		By Trust (11)
Common Stock						31,940	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. Transaction Code (Instr. 8)	5. Number of 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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
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The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions within the range of \$246.6700 to \$247.6699. 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.

(8) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions within the range of \$247.6700 to \$248.3500. 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.

(9) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions within the range of \$247.6300 to \$247.9400. 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) Represents shares of Common Stock beneficially owned by certain family trusts. The Reporting Person is a trustee and the Reporting Person's immediate family members are beneficiaries of such family trusts.

(11) Represents shares of Common Stock beneficially owned by a certain trust. The Reporting Person is a trustee and the Reporting Person's immediate family members are beneficiaries of such trust.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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