

Riley James M
 Form 4
 November 08, 2011

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
 Riley James M

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 Executive Vice President

(Last) (First) (Middle)
 TRANSDIGM GROUP
 INCORPORATED, 1301 EAST
 NINTH ST
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 11/07/2011

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

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

CLEVELAND, OH 44114

(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)	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 (D) Price			
Common Stock	11/07/2011		M	1,384 A \$ 6.68	1,384	D	
Common Stock	11/07/2011		M	5,057 A \$ 8.52	6,441	D	
Common Stock	11/07/2011		M	1,059 A \$ 8.52	7,500	D	
Common Stock	11/07/2011		S	7,500 D \$ 93.8749	0	D	
					<u>(1)</u>		

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

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(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. Amount or Number of Shares
Stock Option	\$ 6.68	11/07/2011		M	1,384	09/30/2004 08/05/2013	Common Stock	1,384
Stock Option	\$ 8.52	11/07/2011		M	5,057	09/30/2005 12/30/2014	Common Stock	5,057
Stock Option	\$ 8.52	11/07/2011		M	1,059	12/30/2004 12/30/2014	Common Stock	1,059

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Riley James M
TRANSDIGM GROUP INCORPORATED
1301 EAST NINTH ST
CLEVELAND, OH 44114

Executive Vice President

Signatures

Halle Fine Terrion as attorney-in-fact for James Riley

11/08/2011

__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).
- (1) Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$93.42 - \$94.42. The reporting person hereby undertakes, upon request of the Commission, the issuer or a security holder of the issuer, to provide full

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information regarding the number of shares sold at each separate price.

Remarks:

All transactions reported hereunder made pursuant to an established 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.

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