

Jones Roger  
 Form 4  
 February 21, 2018

**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 \*  
 Jones Roger

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 TRANSDIGM GROUP  
 INCORPORATED, 1301 E. 9TH  
 ST., SUITE 3000

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 02/20/2018

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

(Street)  
 CLEVELAND, OH 44114

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

(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 Ownership (Instr. 4)	
				Code	V Amount Price				
Common Stock	02/20/2018		M		5,000	A \$ 27.08	9,000	D	
Common Stock	02/20/2018		S		200	D \$ 297.12 (1)	8,800	D	
Common Stock	02/20/2018		S		2,300	D \$ 298.512 (2)	6,500	D	
Common Stock	02/20/2018		S		1,400	D \$ 299.4651 (3)	5,100	D	
	02/20/2018		S		900	D	4,200	D	

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Common Stock					\$			
					300.2889			
					<u>(4)</u>			
Common Stock	02/20/2018		S	200	D	\$ 301.12	4,000	D
						<u>(5)</u>		

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 (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	\$ 27.08	02/20/2018		M	5,000	09/30/2009 11/17/2018	Common Stock	5,000

## Reporting Owners

Reporting Owner Name / Address	Relationships
Jones Roger TRANSDIGM GROUP INCORPORATED 1301 E. 9TH ST., SUITE 3000 CLEVELAND, OH 44114	Director 10% Owner Officer  Executive Vice President

## Signatures

Halle Fine Terrion as attorney in fact for Roger Jones. 02/21/2018

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 \$296.67 - \$297.57.
  - (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 \$297.89 - \$298.86.
    - (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 \$299.03 - \$299.73.
      - (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 \$300.06 - \$300.60.
        - (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.
          - Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$301.09 - \$301.15.
          - (5) 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 here under were 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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