

Leary John F  
Form 3  
June 05, 2012

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 \*

Leary John F  
(Last) (First) (Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)  
05/31/2012

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

4. Relationship of Reporting Person(s) to Issuer

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

C/O HARTWELL CORPORATION, 900 RICHFIELD RD

(Street)

PLACENTIA, CA 92870

(City) (State) (Zip)

(Check all applicable)

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

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 Beneficially Owned**

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned (Instr. 4)

3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)

4. Nature of Indirect Beneficial Ownership (Instr. 5)

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and Expiration Date (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security: Direct (D)

6. Nature of Indirect Beneficial Ownership (Instr. 5)

Date Exercisable Expiration Date

Title Amount or Number of

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				Shares		or Indirect (I) (Instr. 5)	
Stock Option	09/30/2004	08/05/2013	Common Stock	8,664	\$ 6.68	D	Â
Stock Option	08/05/2003	08/05/2013	Common Stock	38,896	\$ 6.68	D	Â
Stock Option	09/28/2005	08/05/2013	Common Stock	748	\$ 13.37	D	Â
Stock Option	09/30/2009 <sup>(1)</sup>	11/17/2018	Common Stock	60,000	\$ 27.08	D	Â
Stock Option	09/30/2011 <sup>(2)</sup>	04/27/2021	Common Stock	12,000	\$ 80.8	D	Â
Stock Option	09/30/2012 <sup>(3)</sup>	11/14/2021	Common Stock	45,500	\$ 97.42	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Leary John F C/O HARTWELL CORPORATION 900 RICHFIELD RD PLACENTIA, CA 92870	Â	Â	Â Executive Vice President	Â

## Signatures

Halle Fine Terrion as attorney in fact for John Leary  
 Date: 06/05/2012

Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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) Vest based on the achievement of annual and cumulative per share operating performance targets between fiscal 2009 and fiscal 2013.
  - (2) Vest based on the achievement of annual per share operating performance targets between fiscal 2014 and fiscal 2015.
  - (3) Vest based on the achievement of annual and cumulative per share operating performance targets between fiscal 2012 and fiscal 2016.
- 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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