

SMALL ROBERT J
Form 4
May 18, 2010

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 *
SMALL ROBERT J

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

3. Date of Earliest Transaction
(Month/Day/Year)
05/14/2010

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

(Street)

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

BOSTON, MA 02116

(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)		
				(A) or (D)	Price				
				Code	V	Amount			
Common Stock	05/14/2010		P	(1) 15,000	A	\$ 55.82 (2)	4,228,562	I	By Berkshire Entities (3) (4) (5)
Common Stock	05/17/2010		P	(1) 11,000	A	\$ 55.96 (6)	4,239,562	I	By Berkshire Entities (3) (4) (5)

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

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Owned by Berkshire Fund VII, L.P., Berkshire Fund VII-A, L.P., Berkshire Investors LLC, Berkshire Investors III LLC and Stockbridge 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. The Reporting

- (3) 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 a 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.

The Reporting Person may also be deemed to indirectly beneficially own 103,500 shares of Common Stock 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

(4) member of Stockbridge Partners LLC. As such, the Reporting Person may be deemed to have a 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 therein.

- (5) Mr. Small also directly beneficially owns 5,000 shares of Common Stock.

The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$55.85 to \$56.00. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities

(6) 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.

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.